0001477333-24-00007010-Q Cloudflare, Inc. 20240801202408011623561623561623560 0001477333-24-000070 10-Q 83 20240630 20240801 20240801 Cloudflare, Inc. 0001477333 7372 270805829 DE 1231 10-Q 34 001-39039 241167107 101 TOWNSEND ST. SAN FRANCISCO CA 94107 888.993.5273 101 TOWNSEND ST. SAN FRANCISCO CA 94107 CloudFlare, Inc. 20091120 10-Q 1 cloud-20240630.htm 10-Q cloud-20240630FALSE0001477333Q22024--12-31 0.02671870.02859130.00522631xbrli:sharesiso4217:USDiso4217:USDxbrli:sharesxbrli:purecloud:daycloud:votecloud:tranchecloud:segment00014773332024-01-012024-06-300001477333us-gaap:CommonClassAMember2024-07-180001477333us-gaap:CommonClassBMember2024-07-180001477333202406-300001477333202312-310001477333us-gaap:CommonClassAMember2023-12-310001477333us-gaap:CommonClassAMember2024-06-300001477333us-gaap:CommonClassBMember2023-12-310001477333us-gaap:CommonClassBMember2024-06-300001477333202404-012024-06-300001477333202304-012023-06-300001477333202301-012023-06-300001477333us-gaap:CommonStockMemberus-gaap:CommonClassAMember2024-03-310001477333us-gaap:CommonStockMemberus-gaap:CommonClassBMember2024-03-310001477333us-gaap:AdditionalPaidInCapitalMember2024-03-310001477333us-gaap:RetainedEarningsMember2024-03-310001477333us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-03-310001477333202403-310001477333us-gaap:CommonStockMemberus-gaap:CommonClassAMember2024-04-012024-06-300001477333us-gaap:CommonStockMemberus-gaap:CommonClassBMember2024-04-012024-06-300001477333us-gaap:AdditionalPaidInCapitalMember2024-04-012024-06-300001477333us-gaap:RetainedEarningsMember2024-04-012024-06-300001477333us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-04-012024-06-300001477333us-gaap:CommonStockMemberus-gaap:CommonClassAMember2024-06-300001477333us-gaap:CommonStockMemberus-gaap:CommonClassBMember2024-06-300001477333us-gaap:AdditionalPaidInCapitalMember2024-06-300001477333us-gaap:RetainedEarningsMember2024-06-300001477333us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-06-300001477333us-gaap:CommonStockMemberus-gaap:CommonClassAMember2023-03-310001477333us-gaap:CommonStockMemberus-gaap:CommonClassBMember2023-03-310001477333us-gaap:AdditionalPaidInCapitalMember2023-03-310001477333us-gaap:RetainedEarningsMember2023-03-310001477333us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-03-310001477333202303-310001477333us-gaap:CommonStockMemberus-gaap:CommonClassAMember2023-04-012023-06-300001477333us-gaap:CommonStockMemberus-gaap:CommonClassBMember2023-04-012023-06-300001477333us-gaap:AdditionalPaidInCapitalMember2023-04-012023-06-300001477333us-gaap:RetainedEarningsMember2023-04-012023-06-300001477333us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-04-012023-06-300001477333us-gaap:CommonStockMemberus-gaap:CommonClassAMember2023-06-300001477333us-gaap:CommonStockMemberus-gaap:CommonClassBMember2023-06-300001477333us-gaap:AdditionalPaidInCapitalMember2023-06-300001477333us-gaap:RetainedEarningsMember2023-06-300001477333us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-06-300001477333202306-300001477333us-gaap:CommonStockMemberus-gaap:CommonClassAMember2023-12-310001477333us-gaap:CommonStockMemberus-gaap:CommonClassBMember2023-12-310001477333us-gaap:AdditionalPaidInCapitalMember2023-12-310001477333us-gaap:RetainedEarningsMember2023-12-310001477333us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-12-310001477333us-gaap:CommonStockMemberus-gaap:CommonClassAMember2024-01-012024-06-300001477333us-gaap:CommonStockMemberus-gaap:CommonClassBMember2024-01-012024-06-300001477333us-gaap:AdditionalPaidInCapitalMember2024-01-012024-06-300001477333us-gaap:RetainedEarningsMember2024-01-012024-06-300001477333us-gaap:AccumulatedOtherComprehensiveIncomeMember2024-01-012024-06-300001477333us-gaap:CommonStockMemberus-gaap:CommonClassAMember2022-12-310001477333us-gaap:CommonStockMemberus-gaap:CommonClassBMember2022-12-310001477333us-gaap:AdditionalPaidInCapitalMember2022-12-310001477333us-gaap:RetainedEarningsMember2022-12-310001477333us-gaap:AccumulatedOtherComprehensiveIncomeMember2022-12-310001477333202212-310001477333us-gaap:CommonStockMemberus-gaap:CommonClassAMember2023-01-012023-06-300001477333us-gaap:CommonStockMemberus-gaap:CommonClassBMember2023-01-012023-06-300001477333us-gaap:AdditionalPaidInCapitalMember2023-01-012023-06-300001477333us-gaap:RetainedEarningsMember2023-01-012023-06-300001477333us-gaap:AccumulatedOtherComprehensiveIncomeMember2023-01-012023-06-300001477333us-gaap:TechnologyEquipmentMember2023-12-310001477333us-gaap:TechnologyEquipmentMember2024-01-010001477333us-gaap:ServiceLifeMemberus-gaap:TechnologyEquipmentMember2024-01-012024-06-300001477333country:US2024-04-012024-06-300001477333us-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMembercountry:US2024-04-012024-06-300001477333country:US2023-04-012023-06-300001477333us-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMembercountry:US2023-04-012023-06-300001477333country:US2024-01-012024-06-300001477333us-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMembercountry:US2024-01-012024-06-300001477333country:US2023-01-012023-06-300001477333us-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMembercountry:US2023-01-012023-06-300001477333us-gaap:EMEAMember2024-04-012024-06-300001477333us-gaap:EMEAMemberus-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2024-04-012024-06-300001477333us-gaap:EMEAMember2023-04-012023-06-300001477333us-gaap:EMEAMemberus-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2023-04-012023-06-300001477333us-gaap:EMEAMember2024-01-012024-06-300001477333us-gaap:EMEAMemberus-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2024-01-012024-06-300001477333us-gaap:EMEAMember2023-01-012023-06-300001477333us-gaap:EMEAMemberus-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2023-01-012023-06-300001477333srt:AsiaPacificMember2024-04-012024-06-300001477333srt:AsiaPacificMemberus-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2024-04-012024-06-300001477333srt:AsiaPacificMember2023-04-012023-06-300001477333srt:AsiaPacificMemberus-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2023-04-012023-06-300001477333srt:AsiaPacificMember2024-01-012024-06-300001477333srt:AsiaPacificMemberus-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2024-01-012024-06-300001477333srt:AsiaPacificMember2023-01-012023-06-300001477333srt:AsiaPacificMemberus-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2023-01-012023-06-300001477333cloud:OtherGeographicalRegionsMember2024-04-012024-06-300001477333us-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMembercloud:OtherGeographicalRegionsMember2024-04-012024-06-300001477333cloud:OtherGeographicalRegionsMember2023-04-012023-06-300001477333us-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMembercloud:OtherGeographicalRegionsMember2023-04-012023-06-300001477333cloud:OtherGeographicalRegionsMember2024-01-012024-06-300001477333us-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMembercloud:OtherGeographicalRegionsMember2024-01-012024-06-300001477333cloud:OtherGeographicalRegionsMember2023-01-012023-06-300001477333us-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMembercloud:OtherGeographicalRegionsMember2023-01-012023-06-300001477333us-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2024-04-012024-06-300001477333us-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2023-04-012023-06-300001477333us-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2024-01-012024-06-300001477333us-gaap:GeographicConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2023-01-012023-06-300001477333us-gaap:SalesChannelThroughIntermediaryMember2024-04-012024-06-300001477333cloud:SalesChannelConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMemberus-gaap:SalesChannelThroughIntermediaryMember2024-04-012024-06-300001477333us-gaap:SalesChannelThroughIntermediaryMember2023-04-012023-06-300001477333cloud:SalesChannelConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMemberus-gaap:SalesChannelThroughIntermediaryMember2023-04-012023-06-300001477333us-gaap:SalesChannelThroughIntermediaryMember2024-01-012024-06-300001477333cloud:SalesChannelConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMemberus-gaap:SalesChannelThroughIntermediaryMember2024-01-012024-06-300001477333us-gaap:SalesChannelThroughIntermediaryMember2023-01-012023-06-300001477333cloud:SalesChannelConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMemberus-gaap:SalesChannelThroughIntermediaryMember2023-01-012023-06-300001477333us-gaap:SalesChannelDirectlyToConsumerMember2024-04-012024-06-300001477333us-gaap:SalesChannelDirectlyToConsumerMembercloud:SalesChannelConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2024-04-012024-06-300001477333us-gaap:SalesChannelDirectlyToConsumerMember2023-04-012023-06-300001477333us-gaap:SalesChannelDirectlyToConsumerMembercloud:SalesChannelConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2023-04-012023-06-300001477333us-gaap:SalesChannelDirectlyToConsumerMember2024-01-012024-06-300001477333us-gaap:SalesChannelDirectlyToConsumerMembercloud:SalesChannelConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2024-01-012024-06-300001477333us-gaap:SalesChannelDirectlyToConsumerMember2023-01-012023-06-300001477333us-gaap:SalesChannelDirectlyToConsumerMembercloud:SalesChannelConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2023-01-012023-06-300001477333cloud:SalesChannelConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2023-04-012023-06-300001477333cloud:SalesChannelConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2024-01-012024-06-300001477333cloud:SalesChannelConcentrationRiskMemberus-gaap:RevenueFromContractWithCustomerMember2023-01-012023-06-300001477333202407-012024-06-300001477333us-gaap:CashMember2024-06-300001477333us-gaap:CashMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CashAndCashEquivalentsMember2024-06-300001477333us-gaap:CashMembercloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueMeasurementsRecurringMember2024-06-300001477333us-gaap:CashMembercloud:RestrictedCashMemberus-gaap:FairValueMeasurementsRecurringMember2024-06-300001477333us-gaap:MoneyMarketFundsMemberus-gaap:FairValueInputsLevel1Member2024-06-300001477333us-gaap:MoneyMarketFundsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CashAndCashEquivalentsMember2024-06-300001477333cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:MoneyMarketFundsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember2024-06-300001477333cloud:RestrictedCashMemberus-gaap:MoneyMarketFundsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember2024-06-300001477333us-gaap:FairValueInputsLevel2Memberus-gaap:CorporateBondSecuritiesMember2024-06-300001477333us-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateBondSecuritiesMemberus-gaap:CashAndCashEquivalentsMember2024-06-300001477333us-gaap:FairValueInputsLevel2Membercloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateBondSecuritiesMember2024-06-300001477333us-gaap:FairValueInputsLevel2Membercloud:RestrictedCashMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateBondSecuritiesMember2024-06-300001477333us-gaap:FairValueInputsLevel2Memberus-gaap:USTreasurySecuritiesMember2024-06-300001477333us-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USTreasurySecuritiesMemberus-gaap:CashAndCashEquivalentsMember2024-06-300001477333us-gaap:FairValueInputsLevel2Membercloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USTreasurySecuritiesMember2024-06-300001477333us-gaap:FairValueInputsLevel2Membercloud:RestrictedCashMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USTreasurySecuritiesMember2024-06-300001477333us-gaap:FairValueInputsLevel2Memberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2024-06-300001477333us-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMemberus-gaap:CashAndCashEquivalentsMember2024-06-300001477333us-gaap:FairValueInputsLevel2Membercloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2024-06-300001477333us-gaap:FairValueInputsLevel2Membercloud:RestrictedCashMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2024-06-300001477333us-gaap:FairValueInputsLevel2Memberus-gaap:CommercialPaperMember2024-06-300001477333us-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CommercialPaperMemberus-gaap:CashAndCashEquivalentsMember2024-06-300001477333us-gaap:FairValueInputsLevel2Membercloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CommercialPaperMember2024-06-300001477333us-gaap:FairValueInputsLevel2Membercloud:RestrictedCashMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CommercialPaperMember2024-06-300001477333us-gaap:FairValueInputsLevel2Member2024-06-300001477333us-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CashAndCashEquivalentsMember2024-06-300001477333us-gaap:FairValueInputsLevel2Membercloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueMeasurementsRecurringMember2024-06-300001477333us-gaap:FairValueInputsLevel2Membercloud:RestrictedCashMemberus-gaap:FairValueMeasurementsRecurringMember2024-06-300001477333us-gaap:FairValueMeasurementsRecurringMemberus-gaap:CashAndCashEquivalentsMember2024-06-300001477333cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CashMember2023-12-310001477333us-gaap:CashMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CashAndCashEquivalentsMember2023-12-310001477333us-gaap:CashMembercloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueMeasurementsRecurringMember2023-12-310001477333us-gaap:CashMembercloud:RestrictedCashMemberus-gaap:FairValueMeasurementsRecurringMember2023-12-310001477333us-gaap:MoneyMarketFundsMemberus-gaap:FairValueInputsLevel1Member2023-12-310001477333us-gaap:MoneyMarketFundsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CashAndCashEquivalentsMember2023-12-310001477333cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:MoneyMarketFundsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember2023-12-310001477333cloud:RestrictedCashMemberus-gaap:MoneyMarketFundsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember2023-12-310001477333us-gaap:FairValueInputsLevel2Memberus-gaap:CorporateBondSecuritiesMember2023-12-310001477333us-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateBondSecuritiesMemberus-gaap:CashAndCashEquivalentsMember2023-12-310001477333us-gaap:FairValueInputsLevel2Membercloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateBondSecuritiesMember2023-12-310001477333us-gaap:FairValueInputsLevel2Membercloud:RestrictedCashMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateBondSecuritiesMember2023-12-310001477333us-gaap:FairValueInputsLevel2Memberus-gaap:USTreasurySecuritiesMember2023-12-310001477333us-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USTreasurySecuritiesMemberus-gaap:CashAndCashEquivalentsMember2023-12-310001477333us-gaap:FairValueInputsLevel2Membercloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USTreasurySecuritiesMember2023-12-310001477333us-gaap:FairValueInputsLevel2Membercloud:RestrictedCashMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USTreasurySecuritiesMember2023-12-310001477333us-gaap:FairValueInputsLevel2Memberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2023-12-310001477333us-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMemberus-gaap:CashAndCashEquivalentsMember2023-12-310001477333us-gaap:FairValueInputsLevel2Membercloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2023-12-310001477333us-gaap:FairValueInputsLevel2Membercloud:RestrictedCashMemberus-

gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember2023-12-310001477333us-gaap:FairValueInputsLevel2Memberus-gaap:CommercialPaperMember2023-12-310001477333us-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CommercialPaperMemberus-gaap:CashAndCashEquivalentsMember2023-12-310001477333us-gaap:FairValueInputsLevel2Membercloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CommercialPaperMember2023-12-310001477333us-gaap:FairValueInputsLevel2Membercloud:RestrictedCashMemberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CommercialPaperMember2023-12-310001477333us-gaap:FairValueInputsLevel2Member2023-12-310001477333us-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CashAndCashEquivalentsMember2023-12-310001477333us-gaap:FairValueInputsLevel2Membercloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueMeasurementsRecurringMember2023-12-310001477333us-gaap:FairValueInputsLevel2Membercloud:RestrictedCashMemberus-gaap:FairValueMeasurementsRecurringMember2023-12-310001477333us-gaap:CashAndCashEquivalentsMember2023-12-310001477333cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueMeasurementsRecurringMember2023-12-310001477333cloud:RestrictedCashMemberus-gaap:FairValueMeasurementsRecurringMember2023-12-310001477333us-gaap:MoneyMarketFundsMember2024-06-300001477333us-gaap:MoneyMarketFundsMember2023-12-310001477333cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember2024-06-300001477333us-gaap:TechnologyEquipmentMember2024-06-300001477333us-gaap:ConstructionInProgressMember2024-06-300001477333us-gaap:ConstructionInProgressMember2023-12-310001477333us-gaap:SoftwareDevelopmentMember2024-06-300001477333us-gaap:SoftwareDevelopmentMember2023-12-310001477333us-gaap:OfficeEquipmentMember2024-06-300001477333us-gaap:OfficeEquipmentMember2023-12-310001477333us-gaap:FurnitureAndFixturesMember2024-06-300001477333us-gaap:FurnitureAndFixturesMember2023-12-310001477333us-gaap:SoftwareAndSoftwareDevelopmentCostsMember2024-06-300001477333us-gaap:SoftwareAndSoftwareDevelopmentCostsMember2023-12-310001477333us-gaap:LeaseholdImprovementsMember2024-06-300001477333us-gaap:LeaseholdImprovementsMember2023-12-310001477333us-gaap:RemediationPropertyForSaleAbandonmentOrDisposalMember2024-06-300001477333us-gaap:RemediationPropertyForSaleAbandonmentOrDisposalMember2023-12-310001477333us-gaap:SoftwareAndSoftwareDevelopmentCostsMember2024-04-012024-06-300001477333us-gaap:SoftwareAndSoftwareDevelopmentCostsMember2023-04-012023-06-300001477333us-gaap:SoftwareAndSoftwareDevelopmentCostsMember2024-01-012024-06-300001477333us-gaap:SoftwareAndSoftwareDevelopmentCostsMember2023-01-012023-06-300001477333cloud:BastionZeroMember2024-04-012024-06-300001477333us-gaap:DevelopedTechnologyRightsMember2024-06-300001477333us-gaap:TradeNamesMember2024-06-300001477333us-gaap:DevelopedTechnologyRightsMember2023-12-310001477333us-gaap:CustomerRelationshipsMember2023-12-310001477333us-gaap:TradeNamesMember2023-12-310001477333cloud:BastionZeroMemberus-gaap:DevelopedTechnologyRightsMember2024-04-012024-06-300001477333cloud:CoLocationAssetLeaseMember2024-06-300001477333cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember2021-08-310001477333cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember2021-08-012021-08-310001477333cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember2021-08-012021-08-310001477333cloud:SeniorConvertibleNotesDue2026Membercloud:ScenarioOneMemberus-gaap:ConvertibleDebtMember2021-08-012021-08-310001477333cloud:SeniorConvertibleNotesDue2026Membercloud:ScenarioTwoMemberus-gaap:ConvertibleDebtMember2021-08-012021-08-310001477333cloud:SeniorConvertibleNotesDue2026Memberus-gaap:CommonClassAMembercloud:CappedCallsMemberus-gaap:LongMemberus-gaap:ConvertibleDebtMember2021-08-012021-08-310001477333cloud:SeniorConvertibleNotesDue2026Memberus-gaap:CommonClassAMembercloud:CappedCallsMemberus-gaap:LongMemberus-gaap:ConvertibleDebtMember2021-08-310001477333us-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2020-05-310001477333cloud:SeniorConvertibleNotesDue2025Member2020-05-310001477333us-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2024-06-300001477333us-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2023-12-310001477333us-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2021-12-310001477333us-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2021-01-012021-12-310001477333us-gaap:CommonClassAMemberus-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2021-01-012021-12-310001477333cloud:CertainHoldersConversionMemberus-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2022-01-012022-12-310001477333us-gaap:CommonClassAMemberus-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2022-01-012022-12-310001477333us-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2023-01-012023-12-310001477333cloud:CertainHoldersConversionMemberus-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2023-01-012023-12-310001477333us-gaap:CommonClassAMemberus-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2023-01-012023-12-310001477333us-gaap:CommonClassAMembercloud:CappedCallsMemberus-gaap:LongMemberus-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2020-05-312020-05-310001477333us-gaap:CommonClassAMembercloud:CappedCallsMemberus-gaap:LongMemberus-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2020-05-310001477333us-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2024-01-012024-06-300001477333cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember2023-12-310001477333cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember2024-04-012024-06-300001477333us-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2024-04-012024-06-300001477333cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember2023-04-012023-06-300001477333us-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2023-04-012023-06-300001477333cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember2024-01-012024-06-300001477333cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember2023-01-012023-06-300001477333us-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2023-01-012023-06-300001477333us-gaap:RevolvingCreditFacilityMemberus-gaap:LineOfCreditMember2024-05-310001477333us-gaap:LetterOfCreditMemberus-gaap:LineOfCreditMember2024-05-310001477333us-gaap:LineOfCreditMemberus-gaap:BridgeLoanMember2024-05-310001477333us-gaap:RevolvingCreditFacilityMembersrt:MinimumMemberus-gaap:LineOfCreditMember2024-05-012024-05-310001477333us-gaap:RevolvingCreditFacilityMemberus-gaap:LineOfCreditMembersrt:MaximumMember2024-05-012024-05-310001477333us-gaap:RevolvingCreditFacilityMemberus-gaap:FederalFundsEffectiveSwapRateMemberus-gaap:LineOfCreditMember2024-05-012024-05-310001477333us-gaap:SecuredOvernightFinancingRateSofrMemberus-gaap:RevolvingCreditFacilityMemberus-gaap:LineOfCreditMember2024-05-012024-05-310001477333us-gaap:SecuredOvernightFinancingRateSofrMembercloud:VariableRateComponentOneMembersrt:MinimumMemberus-gaap:LineOfCreditMember2024-05-012024-05-310001477333us-gaap:SecuredOvernightFinancingRateSofrMembercloud:VariableRateComponentOneMemberus-gaap:LineOfCreditMembersrt:MaximumMember2024-05-012024-05-310001477333us-gaap:SecuredOvernightFinancingRateSofrMembercloud:VariableRateComponentTwoMembersrt:MinimumMemberus-gaap:LineOfCreditMember2024-05-012024-05-310001477333us-gaap:SecuredOvernightFinancingRateSofrMembercloud:VariableRateComponentTwoMemberus-gaap:LineOfCreditMembersrt:MaximumMember2024-05-012024-05-310001477333us-gaap:RevolvingCreditFacilityMemberus-gaap:LineOfCreditMember2024-05-012024-05-310001477333us-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2020-05-012020-05-310001477333cloud:CertainHoldersConversionMemberus-gaap:ConvertibleDebtMembercloud:SeniorConvertibleNotesDue2025Member2020-05-312020-05-310001477333us-gaap:EmployeeStockOptionMember2024-06-300001477333us-gaap:EmployeeStockOptionMember2023-12-310001477333cloud:EquityIncentivePlan2019Member2024-06-300001477333cloud:EquityIncentivePlan2019Member2023-12-310001477333cloud:RestrictedStockUnitsAndPerformanceStockUnitsMember2024-06-300001477333cloud:RestrictedStockUnitsAndPerformanceStockUnitsMember2023-12-310001477333us-gaap:EmployeeStockMember2024-06-300001477333us-gaap:EmployeeStockMember2023-12-310001477333cloud:StockOptionsWithMarketConditionsMembersrt:ExecutiveOfficerMember2022-01-012022-12-310001477333cloud:StockOptionsWithMarketConditionsMembercloud:OtherKeyEmployeesMember2022-01-012022-12-310001477333cloud:OtherPerformanceAwardsMemberus-gaap:CommonClassAMember2024-01-012024-06-300001477333cloud:OtherPerformanceAwardsMembercloud:OtherKeyEmployeesMember2022-01-012022-12-310001477333cloud:OtherPerformanceAwardsMembersrt:ExecutiveOfficerMember2022-01-012022-12-310001477333cloud:OtherPerformanceAwardsMemberus-gaap:CommonClassAMember2023-05-012023-05-010001477333cloud:OtherPerformanceAwardsMemberus-gaap:ShareBasedCompensationAwardTrancheTwoMember2024-01-012024-06-300001477333cloud:OtherPerformanceAwardsMember2024-04-012024-06-300001477333cloud:OtherPerformanceAwardsMember2023-04-012023-06-300001477333cloud:OtherPerformanceAwardsMember2024-01-012024-06-300001477333cloud:OtherPerformanceAwardsMember2023-01-012023-06-300001477333cloud:OtherPerformanceAwardsMember2024-06-300001477333cloud:RestrictedStockUnitsAndPerformanceStockUnitsMember2024-04-012024-06-300001477333cloud:RestrictedStockUnitsAndPerformanceStockUnitsMember2023-04-012023-06-300001477333cloud:RestrictedStockUnitsAndPerformanceStockUnitsMember2024-01-012024-06-300001477333cloud:RestrictedStockUnitsAndPerformanceStockUnitsMember2023-01-012023-06-300001477333us-gaap:EmployeeStockMemberus-gaap:CommonClassAMembercloud:TwoThousandAndNineteenEmployeeStockPurchasePlanMember2024-01-012024-06-300001477333us-gaap:EmployeeStockMemberus-gaap:CommonClassAMembercloud:TwoThousandAndNineteenEmployeeStockPurchasePlanMember2023-01-012023-06-300001477333us-gaap:EmployeeStockMembercloud:TwoThousandAndNineteenEmployeeStockPurchasePlanMember2024-06-300001477333us-gaap:EmployeeStockMembercloud:TwoThousandAndNineteenEmployeeStockPurchasePlanMember2024-01-012024-06-300001477333us-gaap:CostOfSalesMember2024-04-012024-06-300001477333us-gaap:CostOfSalesMember2023-04-012023-06-300001477333us-gaap:CostOfSalesMember2024-01-012024-06-300001477333us-gaap:CostOfSalesMember2023-01-012023-06-300001477333us-gaap:SellingAndMarketingExpenseMember2024-04-012024-06-300001477333us-gaap:SellingAndMarketingExpenseMember2023-04-012023-06-300001477333us-gaap:SellingAndMarketingExpenseMember2024-01-012024-06-300001477333us-gaap:SellingAndMarketingExpenseMember2023-01-012023-06-300001477333us-gaap:ResearchAndDevelopmentExpenseMember2024-04-012024-06-300001477333us-gaap:ResearchAndDevelopmentExpenseMember2023-04-012023-06-300001477333us-gaap:ResearchAndDevelopmentExpenseMember2024-01-012024-06-300001477333us-gaap:ResearchAndDevelopmentExpenseMember2023-01-012023-06-300001477333us-gaap:GeneralAndAdministrativeExpenseMember2024-04-012024-06-300001477333us-gaap:GeneralAndAdministrativeExpenseMember2023-04-012023-06-300001477333us-gaap:GeneralAndAdministrativeExpenseMember2024-01-012024-06-300001477333us-gaap:GeneralAndAdministrativeExpenseMember2023-01-012023-06-300001477333cloud:SeniorConvertibleNotesDue2025Member2024-01-012024-06-300001477333cloud:SeniorConvertibleNotesDue2025Member2023-01-012023-06-300001477333cloud:SeniorConvertibleNotesDue2026Member2024-01-012024-06-300001477333cloud:SeniorConvertibleNotesDue2026Member2023-01-012023-06-300001477333cloud:ShareBasedPaymentArrangementSharesSubjectToRepurchaseMember2024-01-012024-06-300001477333cloud:ShareBasedPaymentArrangementSharesSubjectToRepurchaseMember2023-01-012023-06-300001477333us-gaap:EmployeeStockOptionMember2024-01-012024-06-300001477333us-gaap:EmployeeStockOptionMember2023-01-012023-06-300001477333cloud:RestrictedStockAwardAndRestrictedStockUnitRSUsAwardMember2024-01-012024-06-300001477333cloud:RestrictedStockAwardAndRestrictedStockUnitRSUsAwardMember2023-01-012023-06-300001477333us-gaap:EmployeeStockMember2024-01-012024-06-300001477333us-gaap:EmployeeStockMember2023-01-012023-06-300001477333cloud:BastionZeroMember2024-05-012024-05-310001477333cloud:BastionZeroMember2024-05-310001477333country:US2024-06-300001477333country:US2023-12-310001477333us-gaap:NonUsMember2024-06-300001477333us-gaap:NonUsMember2023-12-31Table of contents UNITED STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549 FORM 10-Q (Mark One)â˜’QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the quarterly period ended June 30, 2024 orâ˜TRANSITION REPORT PURSUANT TO SECTIONÂ 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the transition period fromÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â toÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Commission file number: 001-39039 Cloudflare, Inc.(Exact name of registrant as specified in its charter)Delaware27-0805829(State or other jurisdiction ofincorporation or organization)(I.R.S. Employer Identification Number) 101 Townsend Street San Francisco, California 94107 (Address of principal executive offices and zip code)(888) 993-5273 (Registrantâ€™s telephone number, including area code)Securities registered pursuant to Section 12(b) of the Act:Title of Each ClassTrading SymbolName of Each Exchange on Which RegisteredClass A Common Stock, $0.001 par valueNETThe New York Stock ExchangeIndicate by check mark whether the registrant (1)Â has filed all reports required to be filed by SectionÂ 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2)Â has been subject to such filing requirements for the past 90 days.Â Â Yes â˜’Â Â No â˜Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).Â Yes â˜’Â Â No â˜Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in RuleÂ 12b-2Â of the Exchange Act.Large accelerated filerâ˜’Accelerated filerâ˜Non-accelerated filerâ˜Smaller reporting companyâ˜Emerging growth companyâ˜If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).Â Â Yes â˜Â Â No â˜’2Table of contentsAs of July 18, 2024, 303,675,639 shares of the registrant's Class A common stock were outstanding and 38,027,095 shares of the registrant's Class B common stock were outstanding.3Table of contentsTABLE OF CONTENTSPART I. FINANCIAL INFORMATIONPageItem 1Financial Statements (unaudited)8Condensed Consolidated Balance Sheets as of June 30, 2024 and DecemberÂ 31, 20238Condensed Consolidated Statements of Operations for the Three and Six Months Ended June 30, 2024 and 20239Condensed Consolidated Statements of Comprehensive Loss for the Three and Six Months Ended June 30, 2024 and 202310Condensed Consolidated Statements of Stockholders' Equity for the Three and Six Months Ended June 30, 2024 and 202311Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2024 and 202315Notes to Condensed Consolidated Financial Statements16Item 2Management's Discussion and Analysis of Financial Condition and Results of Operations33Item 3Quantitative and Qualitative Disclosures about Market Risk51Item 4Controls and Procedures52PART II. OTHER INFORMATIONItem 1Legal Proceedings54Item 1ARisk Factors54Item 2Unregistered Sales of Equity Securities and Use of Proceeds105Item 5Other Information105Item 6Exhibits106Signatures108Table of contentsSPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTSThis Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as â€œmay,â€ â€œwill,â€ â€œshould,â€ â€œexpects,â€ â€œplans,â€ â€œanticipates,â€ â€œcould,â€ â€œintends,â€ â€œtarget,â€ â€œprojects,â€ â€œcontemplates,â€ â€œbelieves,â€ â€œestimates,â€ â€œpredicts,â€ â€œpotential,â€ or â€œcontinue,â€ or the negative of these words, or other similar terms or expressions that concern our expectations, strategy, plans, or intentions. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements about:â€¢our ability to retain and upgrade paying customers;â€¢our ability to attract new paying customers, including large customers, or convert free customers to paying customers;â€¢our future financial performance, including trends in revenue, costs of revenue, gross profit or gross margin, operating expenses, paying customers, and free cash flow;â€¢our ability to achieve or maintain profitability and positive cash flow;â€¢the impact of adverse economic conditions on our customersâ€™ spending ability and the overall demand for our products;â€¢the consequences we may face resulting from the activities of our customers and the actions we take in response, including associated theories of liability;â€¢the demand, and our ability to

generate demand, for our products or for solutions for security, performance, and reliability in general;â€¢possible harm caused by significant disruption of service, loss or unauthorized access to customersâ€™ content, or the actual or perceived failure of our products to prevent security incidents;â€¢our ability to compete successfully in competitive markets;â€¢our ability to respond to rapid technological changes;â€¢our ability to continue to innovate and develop new products;â€¢our expectations and management of future growth;â€¢the impact of the Hamas-Israel and Russia-Ukraine conflicts and other areas of geopolitical tension around the world, or any worsening or expansion of those conflicts or geopolitical tensions, other geopolitical events such as elections and other governmental changes, and any related challenging macroeconomic conditions globally, including on our and our customers', vendors', and partners' respective businesses and the markets in which we and our customers, vendors, and partners operate;â€¢our ability to maintain favorable co-location relationships, Internet service provider (ISP) partnerships, and other interconnection arrangements around the world;â€¢our ability to offer high-quality customer support;â€¢our ability to manage our global operations;â€¢our expectations of and ability to comply with applicable laws around the world;â€¢our ability to correctly estimate our tax obligations around the world;â€¢our ability to repay our convertible senior notes and any outstanding borrowings under our revolving credit facility when due;â€¢our ability to attract, integrate, and retain key personnel and other highly qualified personnel;â€¢our ability to maintain our brand;â€¢our ability to prevent serious errors or defects across, and to otherwise maintain the uninterrupted operation of, our network;5Table of contentsâ€¢our ability to maintain, protect, and enhance our intellectual property; andâ€¢our ability to successfully identify, acquire, and integrate companies and assets.You should not rely upon forward-looking statements as predictions of future events. We have based the forward-looking statements contained in this Quarterly Report on Form 10-Q primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations, and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties, and other factors described in the section titled â€œRisk Factorsâ€ and elsewhere in this Quarterly Report on Form 10-Q. Our Risk Factors are not guarantees that no such conditions exist as of the date of this report and should not be interpreted as an affirmative statement that such risks or conditions have not materialized, in whole or in part. Readers are urged to carefully review and consider the various disclosures made in this Quarterly Report on Form 10-Q and in other documents we file from time to time with the Securities and Exchange Commission (SEC) that disclose risks and uncertainties that may affect our business. 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 forward-looking statements contained in this Quarterly Report on Form 10-Q. We cannot assure you that the results, events, and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events, or circumstances could differ materially from those described in the forward-looking statements.The forward-looking statements made in this Quarterly Report on Form 10-Q relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Quarterly Report on Form 10-Q to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures, or investments we may make.In addition, statements that â€œwe believeâ€ and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.SELECTED RISKS AFFECTING OUR BUSINESSInvesting in our Class A common stock involves numerous risks, including those set forth below. This summary does not contain all of the information that may be important to you, and you should read this risk factor summary together with the more detailed discussion of risks and uncertainties set forth in Part II, Item 1A. Risk Factors of this Quarterly Report on Form 10-Q. Below are summaries of some of these risks, any one of which could materially adversely affect our business, financial condition, results of operations, and prospects. In that event, the market price of our Class A common stock could decline, and you could lose part or all of your investment. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business. Our Risk Factors are not guarantees that no such conditions exist as of the date of this report and should not be interpreted as an affirmative statement that such risks or conditions have not materialized, in whole or in part.â€¢We have a history of net losses and may not be able to achieve or sustain profitability in the future.â€¢We have experienced rapid revenue growth, which may not be indicative of our future performance.â€¢Adverse economic conditions, including reduced spending on products and solutions for network security, performance, and reliability, may adversely impact our revenue and profitability.â€¢The Hamas-Israel and Russia-Ukraine conflicts and other areas of geopolitical tension around the world, or any worsening or expansion of those conflicts or tensions, other geopolitical events such as elections and other governmental changes, and any related challenging macroeconomic conditions globally and in various countries in which we and our customers operate may materially adversely affect our customers, vendors, and partners, and the duration and extent to which these factors may impact our future business and operations, results of operations, financial condition, and cash flows remain uncertain.6Table of contentsâ€¢If we are unable to attract new paying and free customers, our future results of operations could be harmed.â€¢Our business depends on our ability to retain and upgrade paying customers, expand the number of products we sell to paying customers, and, to a lesser extent, convert free customers to paying customers, and any decline in renewals, upgrades, expansions, or conversions could adversely affect our future results of operations.â€¢If we are unable to effectively attract, expand, and retain sales to large customers, or we fail to mitigate the additional risks associated with serving large customers, our business, results of operation, and financial condition may suffer.â€¢Activities of our paying and free customers or the content of their websites or other Internet properties, as well as our response to those activities, could cause us to experience significant adverse political, business, and reputational consequences with customers, employees, suppliers, government entities, and others.â€¢We face intense and increasing competition, which could adversely affect our business, financial condition, and results of operations.â€¢If we do not effectively attract, train, and retain our sales force to be able to sell our existing and new products and product features, we may be unable to add new contracted customers, or increase sales to our existing customers and our business would be adversely affected.â€¢We rely on our co-founders and other key technical, sales, and management personnel to grow our business, and the loss of one or more key employees or the inability to successfully attract, integrate, and retain qualified senior management and other personnel, or the failure of new members of our management team to successfully lead and scale our business, could harm our business.â€¢Problems with our internal systems, networks, or data, including actual or perceived breaches or failures, could cause our network or products to be perceived as insecure, underperforming, or unreliable, our customers to lose trust in our network and products, our reputation to be damaged, and our financial results to be negatively impacted.â€¢If our global network that delivers our products or the core co-location facilities we use to operate our network are damaged, interfered with, or otherwise fail to meet the requirements of our business or local regulations, our ability to provide access to our network and products to our customers and maintain the performance of our network could be negatively impacted, which could cause our business, results of operations and financial condition to suffer.â€¢Detrimental changes in, or the termination of, any of our co-location relationships, ISP partnerships, or our other interconnection relationships with ISPs could adversely impact our business, results of operations, and financial condition.â€¢The actual or perceived failure of our products to block malware or prevent a security breach or incident could harm our reputation and adversely impact our business, results of operations, and financial condition.â€¢Activities of our paying and free customers or the content of their websites and other Internet properties may violate applicable laws and/or our terms of service and could subject us to lawsuits, regulatory enforcement actions, and/or liability in various jurisdictions.â€¢Our actual or perceived failure to comply with privacy, data protection, information security, and other applicable laws, regulations, and obligations could harm our business.â€¢Our network presence within China is dependent upon our commercial relationship with JD Cloud, and any detrimental changes in, or the termination of, that relationship could jeopardize our ability to offer an integrated global network that includes China.â€¢The trading price of our Class A common stock may be volatile, and you could lose all or part of your investment.â€¢The dual class structure of our common stock has the effect of concentrating voting control with those stockholders who held our capital stock prior to the completion of our initial public offering, and it may depress the trading price of our Class A common stock.â€¢Repaying and servicing our existing and future debt, including our 2026 Notes (as defined below) and borrowings under our revolving credit facility, may require a significant amount of cash, and we may not have sufficient cash flow from our business to pay our indebtedness.7Table of contentsPART Iâ€”FINANCIAL INFORMATIONItem 1. FINANCIAL STATEMENTS CLOUDFLARE, INC.CONDENSED CONSOLIDATED BALANCE SHEETS(in thousands, except par value)(unaudited)June 30,2024December 31,2023AssetsCurrent assets:Cash and cash equivalents$156,967Â $86,864Â Available-for-sale securities1,600,430Â 1,586,880Â Accounts receivable, net250,213Â 248,268Â Contract assets12,917Â 11,041Â Restricted cash short-term1,000Â 2,522Â Prepaid expenses and other current assets71,491Â 47,502Â Total current assets2,093,018Â 1,983,077Â Property and equipment, net339,124Â 322,813Â Goodwill156,162Â 148,047Â Acquired intangible assets, net21,663Â 19,564Â Operating lease right-of-use assets141,870Â 138,556Â Deferred contract acquisition costs, noncurrent144,330Â 133,236Â Restricted cash2,023Â 1,838Â Other noncurrent assets18,483Â 12,636Â Total assets$2,916,673Â $2,759,767Â Liabilities and Stockholdersâ€™ EquityCurrent liabilities:Accounts payable$59,528Â $53,727Â Accrued expenses and other current liabilities66,916Â 63,597Â Accrued compensation 57,813Â 63,801Â Operating lease liabilities 40,740Â 38,351Â Deferred revenue370,968Â 347,608Â Total current liabilities595,965Â 567,084Â Convertible senior notes, net1,285,342Â 1,283,362Â Operating lease liabilities, noncurrent112,508Â 113,490Â Deferred revenue, noncurrent23,579Â 17,244Â Other noncurrent liabilities17,734Â 15,540Â Total liabilities2,035,128Â 1,996,720Â Commitments and contingencies (NoteÂ 8)Stockholdersâ€™ EquityClass A common stock; $0.001 par value; 2,250,000 shares authorized as of JuneÂ 30, 2024 and DecemberÂ 31, 2023; 303,321 and 298,089 shares issued and outstanding as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively302Â 297Â Class B common stock; $0.001 par value; 315,000 shares authorized as of JuneÂ 30, 2024 and DecemberÂ 31, 2023; 38,216 and 39,443 shares issued and outstanding as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively39Â 40Â Additional paid-in capital1,956,984Â 1,784,566Â Accumulated deficit(1,074,461)(1,023,840)Accumulated other comprehensive income (loss)(1,319)1,984Â Total stockholdersâ€™ equity881,545Â 763,047Â Total liabilities and stockholdersâ€™ equity$2,916,673Â $2,759,767Â The accompanying notes are an integral part of these condensed consolidated financial statements.8Table of contentsCLOUDFLARE, INC.CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS(in thousands, except per share data)(unaudited)Three Months EndedJune 30,Six Months EndedJune 30,2024202320242023Revenue$400,996Â $308,494Â $779,598Â $598,669Â Cost of revenue89,011Â 75,221Â 174,049Â 145,653Â Gross profit311,985Â 233,273Â 605,549Â 453,016Â Operating expenses:Sales and marketing174,501Â 146,688Â 368,603Â 283,689Â Research and development102,547Â 89,610Â 190,250Â 171,149Â General and administrative69,635Â 53,147Â 135,944Â 101,622Â Total operating expenses346,683Â 289,445Â 694,797Â 556,460Â Loss from operations(34,698)(56,172)(89,248)(103,444)Non-operating income (expense):Interest income21,715Â 16,536Â 42,967Â 30,023Â Interest expense(1,218)(1,539)(2,318)(3,665)Loss on extinguishment of debtâ€” (50,300)â€” (50,300)Other income (expense), net269Â (1,527)1,393Â (2,384)Total non-operating income (expense), net20,766Â (36,830)42,042Â (26,326)Loss before income taxes(13,932)(93,002)(47,206)(129,770)Provision for income taxes1,146Â 1,465Â 3,415Â 2,779Â Net loss$(15,078)$(94,467)$(50,621)$(132,549)Net loss per share attributable to common stockholders, basic and diluted(0.04)(0.28)(0.15)(0.40)Weighted-average shares used in computing net loss per share attributable to common stockholders, basic and diluted340,648Â 332,297Â 339,617Â 331,448Â The accompanying notes are an integral part of these condensed consolidated financial statements.9Table of contentsCLOUDFLARE, INC.CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS(in thousands)(unaudited)Three Months EndedJune 30,Six Months EndedJune 30,2024202320242023Net loss$(15,078)$(94,467)$(50,621)$(132,549)Other comprehensive income (loss), net of tax:Change in unrealized gain (loss) on investments(915)(171)(3,799)5,587Â Cash flow hedges:Change in unrealized gain (loss) on cash flow hedges910Â â€”Â 910Â â€”Â Reclassification of gain (loss) included in net loss(414)â€”Â (414)â€”Â Net changes on cash flow hedges 496Â â€”Â 496Â â€”Â Other comprehensive income (loss), net of tax(419)(171)(3,303)5,587Â Comprehensive loss$(15,497)$(94,638)$(53,924)$(126,962)The accompanying notes are an integral part of these condensed consolidated financial statements.10Table of contentsCLOUDFLARE, INC.CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY(in thousands)(unaudited)Three Months Ended June 30, 2024Class A common stockClass B common stockAdditional paid-incapitalAccumulateddeficitAccumulatedothercomprehensivelossTotalstockholdersâ€™equitySharesAmountSharesAmountBalance as of March 31, 2024301,023Â $300Â 38,710Â $39Â $1,857,168Â $(1,059,383)$(900)$797,224Â Issuance of common stock upon exercise of stock options72Â â€”Â 576Â 1Â 3,191Â â€”Â â€”Â 3,192Â Issuance of common stock related to early exercised stock optionsâ€”Â â€”Â 2Â â€”Â â€”Â â€”Â â€”Â Vesting of shares issued upon early exercise of stock optionsâ€”Â â€”Â â€”Â â€”Â 32Â â€”Â â€”Â 32Â Issuance of common stock related to settlement of restricted stock units (RSUs) and performance stock units (PSUs)1,040Â 1Â â€”Â â€”Â (1)â€”Â â€”Â â€”Â Tax withholding on RSU settlement(59)â€”Â â€”Â â€”Â (4,362)â€”Â â€”Â (4,362)Conversion of Class B to Class A common stock1,072Â 1Â (1,072)(1)â€”Â â€”Â â€”Â â€”Â Common stock issued under employee stock purchase plan173Â â€”Â â€”Â â€”Â 10,455Â â€”Â â€”Â 10,455Â Otherâ€”Â â€”Â â€”Â â€”Â 1,689Â â€”Â â€”Â 1,689Â Stock-based compensationâ€”Â â€”Â â€”Â â€”Â 88,812Â â€”Â â€”Â 88,812Â Net lossâ€”Â â€”Â â€”Â â€”Â (15,078)â€”Â (15,078)Other comprehensive lossâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (419)(419)Balance as of June 30, 2024303,321Â $302Â 38,216Â $39Â $1,956,984Â $(1,074,461)$(1,319)$881,545Â The accompanying notes are an integral part of these condensed consolidated financial statements.11Table of contentsCLOUDFLARE, INC.CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY(in thousands)(unaudited)Three Months Ended June 30, 2023Class A common stockClass B common stockAdditional paid-incapitalAccumulateddeficitAccumulatedothercomprehensivelossTotalstockholdersâ€™equitySharesAmountSharesAmountBalance as of March 31, 2023289,372Â $289Â 42,395Â $41Â $1,536,367Â $(877,973)$(6,138)$652,586Â Issuance of common stock upon exercise of stock options 147Â â€”Â 567Â â€”Â 3,754Â â€”Â â€”Â 3,754Â Repurchases of unvested common stock (17)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Vesting of shares issued upon early exercise of stock options â€”Â â€”Â 1Â 580Â â€”Â â€”Â 581Â Issuance of common stock related to settlement of RSUs818Â 1Â 133Â â€”Â (1)â€”Â â€”Â â€”Â Tax withholding on RSU settlement (20)â€”Â (5)â€”Â (1,325)â€”Â â€”Â (1,325)Conversion of Class B to Class A common stock 1,283Â 1Â (1,283)(1)â€”Â â€”Â â€”Â â€”Â â€”Â Common stock issued under employee stock purchase plan249Â â€”Â â€”Â â€”Â 10,450Â â€”Â â€”Â 10,450Â Stock-based compensation â€”Â â€”Â â€”Â â€”Â 70,426Â â€”Â â€”Â 70,426Â Net loss â€”Â â€”Â â€”Â â€”Â (94,467)â€”Â (94,467)Other comprehensive lossâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (171)(171)Balance as of June 30, 2023291,832Â $291Â 41,807Â $41Â $1,620,251Â $(972,440)$(6,309)$641,834Â The accompanying notes are an integral part of these condensed consolidated financial statements.12Table of contentsCLOUDFLARE, INC.CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY(in thousands)(unaudited)Six Months Ended June 30, 2024Class A common stockClass B common stockAdditional paid-incapitalAccumulateddeficitAccumulatedothercomprehensiveincome (loss)Totalstockholdersâ€™equity SharesAmountSharesAmountBalance as of December 31, 2023298,089Â $297Â 39,443Â $40Â $1,784,566Â $(1,023,840)$1,984Â $763,047Â Issuance of common stock upon exercise of stock options186Â â€”Â 1,592Â 2Â 7,612Â â€”Â â€”Â 7,614Â Issuance of common stock related to early exercised stock optionsâ€”Â â€”Â 2Â â€”Â â€”Â â€”Â â€”Â Vesting of shares issued upon early exercise of stock optionsâ€”Â â€”Â â€”Â â€”Â 63Â â€”Â â€”Â 63Â Issuance of common stock related to settlement of RSUs and PSUs2,154Â 2Â â€”Â â€”Â (2)â€”Â â€”Â â€”Â Tax withholding on RSU settlement(102)â€”Â â€”Â â€”Â (8,763)â€”Â â€”Â (8,763)Conversion of Class B to Class A common stock2,821Â 3Â (2,821)(3)â€”Â â€”Â â€”Â â€”Â Common stock issued under employee stock purchase plan173Â â€”Â â€”Â â€”Â 10,455Â â€”Â â€”Â 10,455Â Otherâ€”Â â€”Â â€”Â â€”Â 1,689Â â€”Â â€”Â 1,689Â Stock-based compensationâ€”Â â€”Â â€”Â â€”Â 161,364Â â€”Â â€”Â 161,364Â Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â (50,621)â€”Â (50,621)Other comprehensive lossâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (3,303)(3,303)Balance as of June 30, 2024303,321Â $302Â 38,216Â $39Â $1,956,984Â $(1,074,461)$(1,319)$881,545Â The accompanying notes are an integral part of these condensed consolidated financial statements.13Table of contentsCLOUDFLARE, INC.CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY(in thousands)(unaudited)Six Months Ended June 30, 2023Class A common stockClass B common stockAdditional paid-incapitalAccumulateddeficitAccumulatedothercomprehensivelossTotalstockholdersâ€™equitySharesAmountSharesAmountBalance as of December 31,

2022286,561Â $286Â 43,525Â $42Â $1,475,423Â $(839,891)$(11,896)$623,964Â Issuance of common stock upon exercise of stock options240Â â€”Â 1,280Â 1Â 7,058Â â€”Â â€”Â 7,059Â Repurchases of unvested common stock(17)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Vesting of shares issued upon early exercise of stock optionsâ€”Â â€”Â â€”Â 1Â 1,170Â â€”Â â€”Â 1,171Â Issuance of common stock related to settlement of RSUs1,533Â 2Â 322Â â€”Â (2)â€”Â â€”Â â€”Â Tax withholding on RSU settlement(41)â€”Â (13)â€”Â (3,383)â€”Â â€”Â (3,383)Conversion of Class B to Class A common stock3,307Â 3Â (3,307)(3)â€”Â â€”Â â€”Â Common stock issued under employee stock purchase plan249Â â€”Â â€”Â â€”Â 10,450Â â€”Â â€”Â 10,450Â Stock-based compensationâ€”Â â€”Â â€”Â â€”Â 129,535Â â€”Â â€”Â 129,535Â Net lossâ€”Â â€”Â â€”Â â€”Â â€”Â (132,549)â€”Â (132,549)Other comprehensive incomeâ€”Â â€”Â â€”Â â€”Â â€”Â 5,587Â 5,587Â Balance as of June 30, 2023291,832Â $291Â 41,807Â $41Â $1,620,251Â $(972,440)$(6,309)$641,834Â The accompanying notes are an integral part of these condensed consolidated financial statements.14Table of contentsCLOUDFLARE, INC.CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS(in thousands)(unaudited)Six Months Ended June 30,20242023Cash Flows from Operating ActivitiesNet loss$(50,621)$(132,549)Adjustments to reconcile net loss to cash provided by operating activities:Depreciation and amortization expense59,767Â 65,182Â Non-cash operating lease costs23,124Â 21,925Â Amortization of deferred contract acquisition costs36,991Â 29,011Â Stock-based compensation expense155,714Â 125,793Â Amortization of debt issuance costs1,980Â 2,470Â Net accretion of discounts and amortization of premiums on available-for-sale securities(24,028)(19,050)Deferred income taxes(1,310)(613)Provision for bad debt4,770Â 6,037Â Loss on extinguishment of debtâ€”Â 50,300Â Other291Â 494Â Changes in operating assets and liabilities, net of effect of acquisitions:Accounts receivable, net(6,715)(35,413)Contract assets(1,876)(381)Deferred contract acquisition costs(48,085)(43,348)Prepaid expenses and other current assets(24,726)(13,996)Other noncurrent assets1,941Â (1,991)Accounts payable15,996Â 6,602Â Accrued expenses and other current liabilities254Â 1,454Â Operating lease liabilities(25,031)(18,149)Deferred revenue29,695Â 56,460Â Other noncurrent liabilities263Â 627Â Net cash provided by operating activities148,394Â 100,865Â Cash Flows from Investing ActivitiesPurchases of property and equipment(61,681)(56,289)Capitalized internal-use software(12,831)(10,703)Asset acquisitions and business combinations, net of cash acquired(13,977)â€”Â Purchases of available-for-sale securities(790,675)(795,096)Sales of available-for-sale securitiesâ€”Â 20,248Â Maturities of available-for-sale securities792,354Â 857,456Â Other investing activities18Â 59Â Net cash provided by (used in) investing activities(86,792)15,675Â Cash Flows from Financing ActivitiesRepayments of convertible senior notesâ€”Â (172,249)Cash paid for issuance costs on revolving credit facility(2,148)â€”Â Proceeds from the exercise of stock options7,614Â 7,059Â Proceeds from the early exercise of stock options6Â â€”Â Repurchases of unvested common stockâ€”Â (34)Proceeds from the issuance of common stock for employee stock purchase plan10,455Â 10,450Â Payment of tax withholding obligation on RSU settlement(8,763)(3,383)Payment of indemnity holdbackâ€”Â (9,208)Net cash provided by (used in) financing activities7,164Â (167,365)Net increase (decrease) in cash, cash equivalents, and restricted cash68,766Â (50,825)Cash, cash equivalents, and restricted cash, beginning of period91,224Â 215,204Â Cash, cash equivalents, and restricted cash, end of period$159,990Â $164,379Â Supplemental Disclosure of Cash Flow Information:Cash paid for interest$63Â $595Â Cash paid for income taxes, net of refunds$2,741Â $2,557Â Cash paid for operating lease liabilities$22,788Â $18,306Â Supplemental Disclosure of Non-cash Investing and Financing Activities:Stock-based compensation capitalized for software development$4,950Â $3,525Â Accounts payable and accrued expenses related to property and equipment additions$14,243Â $8,347Â Vesting of early exercised stock options$63Â $1,171Â Indemnity holdback consideration associated with business combinations$2,023Â $â€”Â Operating lease right-of-use assets obtained in exchange for operating lease liabilities$22,870Â $16,636Â Maturity of marketable securities in other current assets$5,000Â $â€”Â The accompanying notes are an integral part of these condensed consolidated financial statements.15Table of contentsCLOUDFLARE, INC.NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(unaudited)NoteÂ 1. Organization and Basis of PresentationOrganization and Description of BusinessCloudflare, Inc. (theÂ Company, Cloudflare, we, us, or our) is a global cloud services provider that delivers a broad range of services to businesses of all sizes and in all geographies, making them more secure, enhancing the performance of their business-critical applications, and eliminating the cost and complexity of managing individual network hardware. Cloudflareâ€™s network serves as a scalable, easy-to-use, unified control plane to deliver security, performance, and reliability across on-premises, hybrid, cloud, and software-as-a-service (SaaS) applications. The Company was incorporated in Delaware in July 2009. The Company is headquartered in San Francisco, California.Basis of Presentation and Principles of ConsolidationThe accompanying interim condensed consolidated financial statements and accompanying notes have been prepared in conformity with generally accepted accounting principles in the United States (U.S.Â GAAP) and applicable regulations of the Securities and Exchange Commission (the SEC) regarding interim financial reporting, and include the accounts of the Company and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The Companyâ€™s fiscal year ends on DecemberÂ 31.Certain information and note disclosures normally included in the financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to the applicable required disclosures and regulations of the SEC. Therefore, these unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the related notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023.Unaudited Interim Condensed Consolidated Financial InformationThe accompanying interim condensed consolidated balance sheet as of JuneÂ 30, 2024, the condensed consolidated statements of operations and of comprehensive loss for the three and six months ended JuneÂ 30, 2024 and 2023, the condensed consolidated statements of cash flows for the six months ended JuneÂ 30, 2024 and 2023, the condensed consolidated statements of stockholdersâ€™ equity for the three and six months ended JuneÂ 30, 2024 and 2023, and the related footnote disclosures are unaudited. These unaudited interim condensed consolidated financial statements have been prepared in accordance with U.S. GAAP. In managementâ€™s opinion, the unaudited interim condensed consolidated financial statements include all adjustments necessary to state fairly the Companyâ€™s financial position as of JuneÂ 30, 2024, its results of operations for the three and six months ended JuneÂ 30, 2024 and 2023, and its cash flows for the six months ended JuneÂ 30, 2024 and 2023. The results for the three and six months ended JuneÂ 30, 2024 are not necessarily indicative of the results expected for the full year ending DecemberÂ 31, 2024 or any future period. The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the related notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023.Use of EstimatesThe preparation of condensed consolidated financial statements in conformity with U.S.Â GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the condensed consolidated financial statements and accompanying notes to the condensed consolidated financial statements. Such estimates include, but are not limited to, allowance for doubtful accounts, deferred contract acquisitions costs, the period of benefit generated from the Companyâ€™s deferred contract acquisition costs, the capitalization and estimated useful life of internal-use software, valuation of acquired intangible assets, the assessment of recoverability of intangible assets and their estimated useful lives, useful lives of property and equipment, the determination of the incremental borrowing rate used for operating lease liabilities, the valuation and recognition of stock-based compensation awards, uncertain tax positions, and the recognition and measurement of current and deferred income tax assets and liabilities. Management bases these estimates and assumptions on historical experience and on various other assumptions that are believed to be reasonable. Due in part to the Hamas-Israel 16Table of contentsand Russia-Ukraine conflicts, the potential worsening and expansion of such conflicts, and other macroeconomic and geopolitical conditions, there is ongoing uncertainty and significant disruption in the global economy and financial markets. The Company is not aware of any specific event or circumstance that would require an update to its estimates or assumptions or a revision of the carrying value of its assets or liabilities as of AugustÂ 1, 2024, the date of issuance of this Quarterly Report on Form 10-Q. These estimates and assumptions may change in the future, however, as new events occur and additional information is obtained. Actual results could differ materially from these estimates.NoteÂ 2. Summary of Significant Accounting PoliciesSignificant Accounting PoliciesThe Company's significant accounting policies are discussed in the "Notes to Consolidated Financial Statements, Note 2. Summary of Significant Accounting Policies" in the Company's Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023. There have been no significant changes to these policies that have had a material impact on the Company's condensed consolidated financial statements and related notes, except as noted below.Change in Accounting EstimateIn January 2024, the Company completed an assessment of the useful lives of our servers-network infrastructure, resulting in a change in the estimated useful lives of our servers-network infrastructure from four years to five years. This change in accounting estimate was effective beginning fiscal year 2024. Based on the carrying value of assets in service as of DecemberÂ 31, 2023, the change resulted in a reduction of depreciation expense of $11.9 million for the six months ended JuneÂ 30, 2024, recorded primarily in cost of revenue.Recent Accounting PronouncementsRecently Adopted Accounting PronouncementsThere have been no recently adopted accounting pronouncements since the filing of the Company's Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023 that may have a material impact on the Company's condensed consolidated financial statements.Note 3. RevenueDisaggregation of RevenueSubscription and support revenue is recognized over time and accounted for substantially all of the Companyâ€™s revenue for the three and six months ended JuneÂ 30, 2024 and 2023.The following table summarizes the revenue by region based on the billing address of customers who have contracted to use the Companyâ€™s global network and products:Three Months Ended June 30,Six Months Ended June 30,20242023202420232024(dollars in thousands)AmountPercentageof RevenueAmountPercentageof RevenueAmountPercentageof RevenueAmountPercentageof RevenueUnited States$207,008Â 51Â %$161,692Â 53Â %$403,471Â 52Â %$314,610Â 53Â %Europe, Middle East, and Africa110,968Â 28Â %84,346Â 27Â %216,352Â 28Â %162,677Â 27Â %Asia Pacific52,126Â 13Â %40,399Â 13Â %99,777Â 13Â %79,617Â 13Â %Other30,894Â 8Â %22,057Â 7Â %59,998Â 7Â %41,765Â 7Â %Total$400,996Â 100Â %$308,494Â 100Â %$779,598Â 100Â %$5 of contentsThe following table summarizes the revenue from contracts by type of customer:Three Months Ended June 30,Six Months Ended June 30,2024202320242023(dollars in thousands)(dollars in thousands)AmountPercentageof RevenueAmountPercentageof RevenueAmountPercentageof RevenueAmountPercentageof RevenueChannel partners$76,686Â 19Â %$47,148Â 15Â %$147,137Â 19Â %$88,151Â 15Â %Direct customers324,310Â 81Â %261,346Â 85Â %632,461Â 81Â %510,518Â 85Â %Total$400,996Â 100Â %$308,494Â 100Â %$779,598Â 100Â %$598,669Â 100Â %Contract BalancesContract liabilities consist of deferred revenue and include payments received in advance of performance under the contract. Such amounts are recognized as revenue over the contractual period. For the six months ended JuneÂ 30, 2024 and 2023, the Company recognized revenue of $270.3 million and $169.7 million, respectively, that was included in the corresponding contract liability balance at the beginning of the periods presented.The Company receives payments from customers based upon contractual billing schedules; accounts receivable are recorded when the right to consideration becomes unconditional. Standard payment terms are due upon receipt. Contract assets include amounts related to the Companyâ€™s contractual right to consideration for both completed and partially completed performance obligations that have not been invoiced. The following table summarizes the activity of the deferred contract acquisition costs:Three Months Ended June 30,Six Months Ended June 30,2024202320242023(in thousands)(in thousands)Beginning balance$137,527Â $98,427Â $133,236Â $93,145Â Capitalization of contract acquisition costs25,687Â 23,957Â 48,085Â 43,348Â Amortization of deferred contract acquisition costs(18,884)(14,902)(36,991)(29,011)Ending balance$144,330Â $107,482Â $144,330Â $107,482Â The Company did not recognize any impairment losses of deferred contract acquisition costs during the periods presented.Remaining Performance ObligationsAs of JuneÂ 30, 2024, the aggregate amount of the transaction price allocated to remaining performance obligations was $1,421.0 million. As of JuneÂ 30, 2024, the Company expected to recognize 69% of its remaining performance obligations as revenue over the next 12 months with the remainder recognized thereafter.NoteÂ 4. Fair Value MeasurementsFair value is defined as the exchange price that would be received from sale of an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.Assets and liabilities measured at fair value are classified into the following categories:â€¢Level I: Observable inputs are unadjusted quoted prices in active markets for identical assets or liabilities;â€¢Level II: Observable inputs are quoted prices for similar assets and liabilities in active markets or inputs other than quoted prices that are observable for the assets or liabilities, either directly or indirectly through market corroboration, for substantially the full term of the financial instruments; and18Table of contentsâ€¢Level III: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. These inputs are based on the Companyâ€™s own assumptions used to measure assets and liabilities at fair value and require significant management judgment or estimation.The Company's cash equivalents and restricted cash are comprised of highly liquid money market funds. The Company classifies money market funds within Level I of the fair value hierarchy because they are valued based on quoted market prices in active markets. The Company classifies its investments, which are comprised of U.S. treasury securities, U.S. government agency securities, commercial paper, and corporate bonds, within Level II of the fair value hierarchy because the fair value of these securities is priced by using inputs based on non-binding market consensus prices that are primarily corroborated by observable market data or quoted market prices for similar instruments. The Company recognizes transfers between levels within the fair value hierarchy, if any, at the end of each period. There were no transfers between levels during the periods presented.The following table summarizes the Companyâ€™s cash and available-for-sale securitiesâ€™ amortized cost, unrealized gains (losses), and fair value by significant investment category reported as cash and cash equivalents, restricted cash short-term, restricted cash, or available-for-sale securities as of JuneÂ 30, 2024 and DecemberÂ 31, 2023.(in thousands)Â Â Â Â Reported as:June 30, 2024AmortizedCostUnrealizedGainUnrealized(Loss)Fair ValueCashÂ &CashEquivalentsAvailable-for-sale securitiesRestrictedCash (Current and Non-Current)Cash$60,979Â $â€”Â $â€”Â $60,979Â $57,956Â $â€”Â $3,023Â Level I:Money market funds99,011Â â€”Â â€”Â 99,011Â 99,011Â â€”Â â€”Â Level II:Corporate bonds408,749Â 40Â (690)408,099Â â€”Â 408,099Â â€”Â U.S. treasury securities1,036,063Â 162Â (1,178)1,035,047Â â€”Â 1,035,047Â â€”Â U.S. government agency securities59,151Â â€”Â (73)59,078Â â€”Â 59,078Â â€”Â Commercial paper98,205Â 1Â â€”Â 98,206Â â€”Â 98,206Â â€”Â Subtotal1,602,168Â 203Â (1,941)1,600,430Â â€”Â 1,600,430Â â€”Â Total assets measured at fair value on a recurring basis$1,762,158Â $203Â $(1,941)$1,760,420Â $156,967Â $1,600,430Â $3,023Â 19Table of contents(in thousands)Reported as:December 31, 2023AmortizedCostUnrealizedGainUnrealized(Loss)FairValueCashÂ &CashEquivalentsAvailable-for-sale securitiesRestrictedCash (Current and Non-Current)CashCash$51,189Â $â€”Â $â€”Â $51,189Â $46,829Â $â€”Â $4,360Â Level I:Money market funds40,035Â â€”Â â€”Â 40,035Â 40,035Â â€”Â â€”Â Level II:Corporate bonds312,510Â 718Â (378)312,850Â â€”Â 312,850Â â€”Â U.S. treasury securities1,020,167Â 2,344Â (544)1,021,967Â â€”Â 1,021,967Â â€”Â U.S. government agency securities84,154Â 14Â (96)84,072Â â€”Â 84,072Â â€”Â Commercial paper167,989Â 2Â â€”Â 167,991Â â€”Â 167,991Â â€”Â Subtotal1,584,820Â 3,078Â (1,018)1,586,880Â â€”Â 1,586,880Â â€”Â Total assets measured at fair value on a recurring basis$1,676,044Â $3,078Â $(1,018)$1,678,104Â $86,864Â $1,586,880Â $4,360Â As of JuneÂ 30, 2024, the Company had $3.0Â million in total restricted cash mainly related to indemnity holdback consideration associated with asset acquisitions and business combinations.The aggregate fair value of the Companyâ€™s money market funds approximated amortized cost and, as such, there were no unrealized gains or losses on money market funds as of JuneÂ 30, 2024 and DecemberÂ 31, 2023. Realized gains and losses, net of tax, were not material for any of the periods presented.The amortized cost of available-for-sale investments with maturities less than one year was $1,117.9 million and $1,185.1 million as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively. The amortized cost of available-for-sale investments with maturities greater than one year was $484.3 million and $399.7 million as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively.As of JuneÂ 30, 2024, net unrealized loss on investments was $1.8 million and was included in accumulated other comprehensive income on the condensed consolidated balance sheet. As of DecemberÂ 31, 2023, net unrealized gain on investments was $2.0Â million and was included in accumulated other comprehensive income on the condensed consolidated balance sheet. The unrealized gains and losses on available-for-sale investments are related to U.S. treasury securities, U.S. government agency securities, commercial paper, and corporate bonds. The Company determined any unrealized losses to be temporary. Factors considered in determining whether a loss is temporary include the financial condition and near-term prospects of the investee, the extent of the loss related to the credit of the issuer, the expected cash flows from the security, the Companyâ€™s intent to sell the security, and whether or not the Company will be required to sell the security before the recovery of its amortized cost. As of JuneÂ 30, 2024, the Company's investment portfolio consisted of investment grade securities with an average credit rating of AA.The Company carries the 2026 Notes (as defined below) issued in August 2021 at face value less the unamortized issuance costs on its condensed consolidated balance sheets and presents that fair value for disclosure purposes only. As of JuneÂ 30, 2024, the fair value of the 2026 Notes was $1,176.4 million. The fair value of the 2026 Notes, which are classified as

Level II financial instruments, was determined based on the quoted bid prices of the 2026 Notes in an over-the-counter market on the last trading day of the reporting period. For further details on the 2026 Notes, refer to Note 7 to these condensed consolidated financial statements.The Company classifies financial instruments in Level III of the fair value hierarchy when there is reliance on at least one significant unobservable input to the valuation model. In addition to these unobservable inputs, the valuation models for Level III financial instruments typically also rely on a number of inputs that are readily observable, either directly or indirectly. The Companyâ€™s assessment of the significance of a particular input to the fair value measurement in its entirety requires management to make judgments and consider factors specific to the asset or 20Table of contentsliability. There were no financial instruments classified as Level III of the fair value hierarchy as of JuneÂ 30, 2024 and DecemberÂ 31, 2023.NoteÂ 5. Balance Sheet ComponentsAccounts Receivable, NetAs of JuneÂ 30, 2024 and DecemberÂ 31, 2023, the Companyâ€™s allowance for doubtful accounts was $7.7 million and $6.0 million, respectively. Provision for bad debt for the three months ended JuneÂ 30, 2024 and 2023 was $1.5 million and $4.4 million, respectively, and for the six months ended JuneÂ 30, 2024 and 2023 was $4.1 million and $6.0 million, respectively. Write-off of uncollectible accounts receivable for the three months ended JuneÂ 30, 2024 and 2023 was $1.0 million and $2.7 million, respectively, and for the six months ended JuneÂ 30, 2024 and 2023 was $2.4 million and $3.7 million, respectively.Property and Equipment, NetProperty and equipment, net consisted of the following:June 30, 2024December 31, 2023(in thousands)Property and equipment:Serversâ€”network infrastructure$383,716Â $330,295Â Construction in progress33,728Â 45,557Â Capitalized internal-use software92,944Â 75,163Â Office and computer equipment35,784Â 32,043Â Office furniture8,998Â 9,003Â Software5,513Â 5,422Â Leasehold improvements44,469Â 42,984Â Asset retirement obligation826Â 826Â Gross property and equipment605,978Â 541,293Â Less accumulated depreciation and amortization(266,854)(218,480)Total property and equipment, net$339,124Â $322,813Â Depreciation and amortization expense on property and equipment for the three months ended JuneÂ 30, 2024 and 2023 was $26.3 million and $28.4 million, respectively, and for the six months ended JuneÂ 30, 2024 and 2023 was $50.4 million and $54.2 million, respectively. This includes amortization expense for capitalized internal-use software which totaled $5.9 million and $5.3 million for the three months ended JuneÂ 30, 2024 and 2023, respectively, and $11.4 million and $10.7 million for the six months ended JuneÂ 30, 2024 and 2023, respectively.GoodwillAs of JuneÂ 30, 2024 and DecemberÂ 31, 2023, the Company's goodwill was $156.2 million and $148.0 million, respectively. During the three months ended JuneÂ 30, 2024, the Company recorded $8.1 million of goodwill in connection with the acquisition of BastionZero. For further details on this acquisition, refer to Note 13 to these condensed consolidated financial statements. No goodwill impairments were recorded during the six months ended JuneÂ 30, 2024 and 2023.Acquired Intangible Assets, Net21Table of contentsAcquired intangible assets, net consisted of the following:June 30, 2024Gross CarryingAmountAccumulatedAmortizationNet BookValue(in thousands)Developed technology$16,431Â $3,105Â $13,326Â Customer relationships11,600Â 3,263Â 8,337Â Total acquired intangible assets, net$28,031Â $6,368Â $21,663Â December 31, 2023Gross CarryingAmountAccumulatedAmortizationNet BookValue(in thousands)Developed technology$47,183Â $36,893Â $10,290Â Trade name1,700Â 1,488Â 212Â Customer relationships11,600Â 2,538Â 9,062Â Total acquired intangible assets, net$60,483Â $40,919Â $19,564Â During the three months ended JuneÂ 30, 2024, the Company acquired $9.3Â million of developed technology, primarily through the acquisition of BastionZero, which accounted for $5.1 million of the total acquired intangible assets. Refer to Note 13 to these condensed consolidated financial statements for further details on this acquisition.Amortization of acquired intangible assets was $2.0 million and $4.9 million for the three months ended JuneÂ 30, 2024 and 2023, respectively, and $7.2 million and $9.8 million for the six months ended JuneÂ 30, 2024 and 2023, respectively. As of JuneÂ 30, 2024, the estimated future amortization expense of acquired intangible assets was as follows:EstimatedAmortization(in thousands)Year ending December 31,2024 (remaining six months)$4,833Â 20259,065Â 20263,053Â 20271,450Â 20281,450Â Thereafter1,812Â Total$21,663Â NoteÂ 6. LeasesThe Company's lease portfolio consists of real estate and co-location agreements in the United States and internationally. The real estate leases include leases for office space and have remaining lease terms of up to 7.1 years. Certain of these leases contain options that allow the Company to extend or terminate the lease agreement. The Company's co-location leases have remaining lease terms of up to 8.2 years. All of the Company's leases are classified as operating leases.22Table of contentsThe components of lease cost related to the Company's operating leases included in the condensed consolidated statements of operations were as follows:Three Months Ended June 30,Six Months Ended June 30,20242023202420232023(in thousands)(in thousands)Operating lease cost$11,261Â $10,864Â $23,124Â $21,925Â Total lease cost$11,261Â $10,864Â $23,124Â $21,925Â Variable lease cost and short-term lease cost for the three and six months ended JuneÂ 30, 2024 and JuneÂ 30, 2023 were not material. As of JuneÂ 30, 2024, the Company had $54.7Â million of total undiscounted future payments under operating leases that have not yet commenced, which were not included on the condensed consolidated balance sheets. These operating leases will commence between July 2024 and July 2026 and have an average lease term of 4.3 years.As of JuneÂ 30, 2024, the weighted-average remaining term of the Companyâ€™s operating leases was 4.7 years and the weighted-average discount rate used to measure the present value of the operating lease liabilities was 4.7%.Maturities of the operating lease liabilities as of JuneÂ 30, 2024 are as follows:June 30, 2024(in thousands)2024 (remaining six months)$26,887Â 202538,238Â 202634,707Â 202730,378Â 202817,378Â Thereafter22,535Â Total lease payments$170,123Â Less: Imputed interest$(16,875)Total operating lease liabilities$153,248Â Note 7. Financing Arrangements2026 Convertible Senior NotesIn August 2021, the Company issued $1,293.8 million aggregate principal amount of 0% Convertible Senior Notes due 2026 (the 2026 Notes). The total proceeds from the issuance of the 2026 Notes, net of initial purchaser discounts and commissions and debt issuance costs, were $1,274.0 million.The 2026 Notes are senior unsecured obligations of the Company and will mature on August 15, 2026, unless earlier redeemed, repurchased, or converted, and are governed by the terms of the Indenture dated August 13, 2021 (the 2026 Indenture). The 2026 Notes are 0% convertible senior notes and therefore do not bear regular cash interest.The 2026 Notes are convertible at an initial conversion rate of 5.2263 shares of the Company's Class A common stock per $1,000 principal amount of the 2026 Notes, which is equivalent to an initial conversion price of approximately $191.34 per share, subject to adjustment upon the occurrence of specified events in accordance with the terms of the 2026 Indenture. The 2026 Notes may be converted at any time on or after May 15, 2026 until the close of business on the second scheduled trading day immediately preceding the maturity date. Holders of the 2026 Notes may convert all or any portion of their 2026 Notes at their option at any time prior to the close of business on the business day immediately preceding May 15, 2026, only under the following circumstances:23Table of contents(1) during any calendar quarter (and only during such calendar quarter), if the last reported sale price of the Company's Class A common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;(2) during the five business day period after any five consecutive trading day period in which the trading price per $1,000 principal amount of the 2026 Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company's Class A common stock and the conversion rate on each such trading day;(3) if the Company calls such 2026 Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or(4) upon the occurrence of specified corporate events.None of the circumstances described in the paragraphs above were met during the quarter ended JuneÂ 30, 2024.Refer to Note 7 to the consolidated financial statements in Part II, Item 8 of the Company's Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023 for further information on the 2026 Notes.2026 Capped Call TransactionsIn connection with the offering of the 2026 Notes, the Company entered into privately-negotiated capped call option transactions (the 2026 Capped Calls) with certain financial institution counterparties. The 2026 Capped Calls each have an initial strike price of approximately $191.34 per share of the Company's Class A common stock, subject to certain adjustments, which corresponds to the initial conversion price of the 2026 Notes. The 2026 Capped Calls each have an initial cap price of approximately $250.94 per share, subject to certain adjustments. As of JuneÂ 30, 2024, the terms of the 2026 Capped Calls have not been adjusted.The 2026 Capped Calls are recorded in stockholders' equity and are not accounted for as derivatives. The premium paid for the purchase of the 2026 Capped Calls of $86.3 million was recorded as a reduction to additional paid-in capital on the condensed consolidated balance sheets.Refer to Note 7 to the consolidated financial statements in Part II, Item 8 of the Company's Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023 for further information on the 2026 Capped Calls.2025 Convertible Senior NotesIn May 2020, the Company issued $575.0 million aggregate principal amount of 0.75% Convertible Senior Notes due 2025 (the 2025 Notes, and together with the 2026 Notes, the Notes). The 2025 Notes were senior unsecured obligations of the Company, with interest payable semi-annually in arrears, at a rate of 0.75% per year. The 2025 Notes were convertible at an initial conversion rate of 26.7187 shares of the Company's Class A common stock per $1,000 principal amount of the 2025 Notes, which was equivalent to an initial conversion price of approximately $37.43 per share, subject to adjustment upon the occurrence of specified events in accordance with the terms of the Indenture dated May 15, 2020 (the 2025 Indenture). After the closing of the transactions described below, no 2025 Notes were outstanding as of JuneÂ 30, 2024 and December 31, 2023.During the fiscal year ended December 31, 2021, the Company exchanged approximately $400.0 million aggregate principal amount of the 2025 Notes (the 2025 Notes Exchange) for an aggregate of $400.7 million in cash (including accrued interest) and approximately 7.6 million shares of the Companyâ€™s Class A common stock (the Exchange Shares) for aggregate consideration of approximately $1,321.0 million. As a result, the Company recorded a debt extinguishment loss of $72.2Â million, representing the difference between the fair value of the liability component of $355.3Â million and the carrying value of the 2025 Notes Exchange of $283.1Â million at the closing date. The fair value of the liability component was calculated by using an effective interest rate of 4.08%, which was determined by measuring the fair value of similar debt instruments that did not have an associated convertible feature and adjusted to reflect the term of the remaining 2025 Notes. The aggregate consideration of $1,321.0Â million was allocated between the fair value of the liability component of $355.3Â million and the reacquisition of the equity component of $965.7Â million, which was recorded as a reduction to additional paid-in capital and offset by the additional paid-in capital for the Exchange Shares issued.During the fiscal year ended December 31, 2022, the Company settled conversions of approximately $16.6 million aggregate principal amount of the 2025 Notes. The Company elected to settle the conversions in a combination of cash equal to the principal amount of the 2025 Notes converted and the issuance of approximately 0.3Â million shares of the Company's Class A common stock for the remainder of the conversion value in excess of the 24Table of contentsaggregate principal amount converted. The difference between the settlement consideration and the carrying value of the 2025 Notes converted was recorded to additional paid-in-capital on the Company's condensed consolidated balance sheets.During the fiscal year ended December 31, 2023, the Company repurchased $123.0 million principal amount of the 2025 Notes (the 2025 Notes Repurchases) for approximately $172.7 million in cash, including approximately $0.5 million of accrued interest. The 2025 Notes Repurchases resulted in a $50.3 million loss on extinguishment of debt, of which $1.1 million consisted of unamortized debt issuance costs. The Company settled conversions of approximately $35.4Â million aggregate principal amount of the 2025 Notes. These conversions were exercised by the holders of the 2025 Notes in connection with the Company's issuance of a redemption notice. Pursuant to the terms of the 2025 Indenture, the conversion rate then in effect was 28.5913 shares of the Company's Class A common stock per $1,000 principal amount of the 2025 Notes, inclusive of 1.8726 additional shares added to the initial conversion rate. The Company elected to settle the conversions in a combination of cash equal to the principal amount of the 2025 Notes converted and the issuance of approximately 0.5 million shares of the Company's Class A common stock for the remainder of the conversion value in excess of the aggregate principal amount converted. The difference between the settlement consideration and the carrying value of the 2025 Notes converted was recorded to additional paid-in-capital on the Company's condensed consolidated balance sheets. There are no 2025 Notes outstanding as a result of this transaction.2025 Capped Call TransactionsIn connection with the offering of the 2025 Notes, the Company entered into privately-negotiated capped call option transactions (the 2025 Capped Calls) with certain financial institution counterparties. The 2025 Capped Calls each have an initial strike price of approximately $37.43 per share of the Company's Class A common stock, subject to certain adjustments, which corresponds to the initial conversion price of the 2025 Notes. The 2025 Capped Calls each have an initial cap price of $57.58 per share, subject to certain adjustments. As of JuneÂ 30, 2024, the terms of the 2025 Capped Calls have not been adjusted and no 2025 Capped Calls were exercised or terminated in connection with the 2025 Notes Exchange, the 2025 Notes Repurchases, or any of the conversions of the 2025 Notes.The 2025 Capped Calls are recorded in stockholders' equity and are not accounted for as derivatives. The premium paid for the purchase of the 2025 Capped Calls of $67.3 million was recorded as a reduction to additional paid-in capital on the condensed consolidated balance sheets.Refer to Note 7 to the consolidated financial statements in Part II, Item 8 of the Company's Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023 for further information on the 2025 Capped Calls.The net carrying amounts of the 2026 Notes were as follows:June 30, 2024December 31, 2023(in thousands)Principal$1,293,750Â $1,293,750Â Unamortized debt issuance costs(8,408)(10,388)Carrying amount, net$1,285,342Â $1,283,362Â The following tables set forth total interest expense recognized related to the Notes:Three Months Ended June 30,202420232026 Notes2025 Notes2026 Notes2025 Notes(in thousands)Coupon interest expense$â€”Â $â€”Â $â€”Â $168Â Amortization of debt issuance costs990Â â€”Â 991Â 316Â Total$990Â $â€”Â $991Â $484Â 25Table of contentsSix Months Ended June 30,202420232026 Notes2025 Notes2026 Notes2025 Notes(in thousands)Coupon interest expense$â€”Â $â€”Â $â€”Â $465Â Amortization of debt issuance costs1,980Â â€”Â 1,981Â 489Â Total$1,980Â $â€”Â $1,981Â $954Â Revolving Credit FacilityIn May 2024, the Company entered into a credit agreement with a syndicated group of lenders, that provides for a senior secured $400.0Â million revolving credit facility (the Revolving Credit Facility), with a sublimit of $30.0Â million available for the issuance of letters of credit and $30.0Â million available for swingline borrowings. The credit agreement permits the Company to increase the commitments under the Revolving Credit Facility by an aggregate principal amount of up to $150.0Â million, subject to the satisfaction of certain conditions. The proceeds of the loans under the Revolving Credit Facility may be used for working capital and general corporate purposes. The Company is required to pay a commitment fee on the daily unused amount of Revolving Credit Facility commitments ranging from 0.25% to 0.40% per annum, depending upon the Companyâ€™s total net leverage ratio. Borrowings under the credit agreement will bear interest, at the Companyâ€™s option, at either: (a) the alternate base rate, which is defined as a fluctuating rate per annum equal to the greatest of (i) the prime rate then in effect, (ii) the federal funds rate then in effect, plus 0.50% per annum, and (iii) an adjusted term SOFR rate determined on the basis of a one-month interest period plus 1.00%, in each case, plus a margin of between 0.75% and 1.50%; or (b) an adjusted term SOFR rate (based on one, three or six month interest periods, or, with the consent of each lender, twelve months or less than one month), plus a margin of between 1.75% and 2.50%. The applicable margin in each case is determined based on the Companyâ€™s total net leverage ratio. Interest is payable quarterly in arrears with respect to borrowings bearing interest at the alternate base rate or on the last day of an interest period, but at least every three months, with respect to borrowings bearing interest at the term SOFR rate.The obligations under the Revolving Credit Facility are required to be guaranteed and secured by the Company's assets. The credit agreement contains customary affirmative and negative covenants, including financial covenants requiring the Company to maintain compliance with a maximum consolidated net leverage ratio, in each case, calculated in accordance with the terms of the credit agreement.The Revolving Credit Facility commitments terminate, and all outstanding loans are due and payable on May 17, 2029. However, the maturity date will automatically be accelerated to the date that is 91 days prior to the scheduled maturity date of the 2026 Notes or certain types of other convertible notes that may be issued in the future to refinance, exchange or replace the 2026 Notes, if (a) all or any portion of the 2026 Notes or such other convertible notes is outstanding with a maturity date within the date that is 91 days after May 17, 2029, and (b) the Companyâ€™s unrestricted cash plus borrowing availability under the revolving credit facility, as defined by the credit agreement, is less than 125% of the aggregate principal amount of the 2026 Notes or such other convertible notes then outstanding. As of JuneÂ 30, 2024, the Company was in compliance with all covenants under the credit agreement.As of JuneÂ 30, 2024, no loans were outstanding under the Revolving Credit Facility. Letters of credit issued under the credit agreement were not material as of JuneÂ 30, 2024. NoteÂ 8. Commitments and Contingencies Non-cancelable Purchase CommitmentsThe Company enters into long-term non-cancelable agreements for the purchase of goods and services, including to purchase capacity, such as bandwidth and co-location space, for the Companyâ€™s global network. For the lease components of co-location agreements, refer to Note 6 to these condensed consolidated financial statements. As of JuneÂ 30, 2024, there were no material changes outside the ordinary course of business to the Companyâ€™s non-cancelable purchase commitments, including bandwidth and co-location commitments, disclosed in the Companyâ€™s Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023.Legal Matters26Table of contentsFrom time to time the Company is a party to various legal proceedings that arise in the ordinary course of business. In addition, third parties may from time to time assert claims against the Company in the form of letters and other communications. Management currently believes that there is no pending or threatened legal proceeding to which the Company is a party that is likely to have a material adverse effect on the Companyâ€™s condensed consolidated financial statements. However, the results of legal proceedings are inherently unpredictable and if an unfavorable ruling were to occur in any of the legal proceedings there exists the possibility of a material adverse effect on the Companyâ€™s financial position, results of operations, and cash flows. The Company accrues for legal proceedings that it

considers probable and for which the loss can be reasonably estimated. The Company also discloses material contingencies when it believes a loss is not probable but reasonably possible. Legal costs incurred and expected to be incurred related to litigation matters are expensed as incurred.The Companyâ€™s network and associated products are subject to various restrictions under U.S. export control and sanctions laws and regulations, including the U.S. Department of Commerceâ€™s Export Administration Regulations (EAR) and various economic and trade sanctions regulations administered by the U.S. Department of the Treasuryâ€™s Office of Foreign Assets Controls (OFAC). The U.S. export control laws and U.S. economic sanctions laws include restrictions or prohibitions on the sale or supply of certain products and services to U.S. embargoed or sanctioned countries, governments, persons and entities and also require authorization for the export of certain encryption items. In addition, various countries regulate the import of certain encryption technology, including through import permitting and licensing requirements and have enacted or could enact laws that could limit the Companyâ€™s ability to distribute its products through its network.Although the Company takes precautions to prevent its network and associated products from being accessed or used in violation of such laws, the Company may have inadvertently allowed its network and associated products to be accessed or used by some customers in apparent violation of U.S. economic sanctions laws, including by users in embargoed or sanctioned countries, and the Company may have exported or allowed the download of certain software prior to making required filings with the U.S. Department of Commerceâ€™s Bureau of Industry and Security. As a result, the Company has submitted to OFAC and to the Bureau of Industry and Security a voluntary self-disclosure concerning potential violations, and the Company has submitted a voluntary self-disclosure to the Census Bureau regarding potential violations of the Foreign Trade Regulations related to some incorrect electronic export information statements to the U.S. government for certain hardware exports, which were authorized. The voluntary self-disclosure to the Census Bureau was completed with no penalties in November 2019, and the voluntary self-disclosure to the Bureau of Industry and Security was completed with no penalties in June 2020. The voluntary self-disclosure to OFAC remains under review. If the Company is found to be in violation of U.S. economic sanctions or export control laws, it could result in substantial fines and penalties for the Company and for the individuals working for the Company. The Company may also be adversely affected through other penalties, reputational harm, loss of access to certain markets or otherwise. No loss has been recognized in the consolidated financial statements for this loss contingency as it is not probable a loss has been incurred and the range of a possible loss is not yet estimable.Guarantees and Indemnifications If the Company's services do not meet certain service level commitments, its contracted customers and certain of its pay-as-you-go customers are entitled to receive service credits, and in certain cases, refunds, each representing a form of variable consideration. To date, the Company has not incurred any material costs as a result of such commitments.The Companyâ€™s arrangements generally include certain provisions for indemnifying customers against liabilities if its products or services infringe a third-partyâ€™s intellectual property rights. It is not possible to determine the maximum potential amount under these indemnification obligations due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. To date, the Company has not incurred any material costs as a result of such obligations and has not accrued any liabilities related to such obligations in the condensed consolidated financial statements.The Company has also agreed to indemnify its directors, executive officers, and certain other employees for costs associated with any fees, expenses, judgments, fines, and settlement amounts incurred by them in any action or proceeding to which any of them are, or are threatened to be, made a party by reason of their service as a director or officer. The Company maintains director and officer insurance coverage that would generally enable it to recover a portion of any future amounts paid. The Company also may be subject to indemnification obligations by law with respect to the actions of its employees under certain circumstances and in certain jurisdictions.27Table of contentsNoteÂ 9. Common StockThe Companyâ€™s amended and restated certificate of incorporation authorizes the issuance of ClassÂ A common stock and ClassÂ B common stock. The holder of each share of ClassÂ A common stock is entitled to one vote per share, while the holder of each share of ClassÂ B common stock is entitled to 10 votes per share.Holders of the Companyâ€™s ClassÂ A common stock and ClassÂ B common stock are entitled to dividends when, as and if, declared by the Companyâ€™s Board of Directors, subject to the rights of the holders of all classes of stock outstanding having priority rights to dividends. Any dividends paid to the holders of the ClassÂ A common stock and ClassÂ B common stock will be paid on a pro rata basis. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, the Company had not declared any dividends. The rights of the holders of ClassÂ A and ClassÂ B common stock are identical, except with respect to voting and conversion. Shares of the Company's Class B common stock are convertible into an equivalent number of shares of the Company's Class A common stock and generally convert into shares of the Company's Class A common stock upon cessation of employment or transfer, except for certain transfers described in the Company's amended and restated certificate of incorporation. ClassÂ A common stock and ClassÂ B common stock are referred to, collectively, as common stock throughout the notes to these condensed consolidated financial statements, unless otherwise indicated.Common Stock Reserved for Future IssuanceShares of common stock reserved for future issuance, on an as-if converted basis, are as follows:June 30, 2024December 31, 2023(in thousands)2026 Notes10,311Â 10,311Â Stock options issued and outstanding9,977Â 12,523Â Remaining shares available for issuance under the 2019 Plan72,112Â 56,442Â Outstanding and unsettled RSUs and PSUs10,815Â 10,894Â Shares available for issuance under the Employee Stock Purchase Plan (ESPP)17,045Â 13,844Â Total shares of common stock reserved120,260Â 104,014Â NoteÂ 10. Stock-based CompensationEquity Incentive PlansThe 2019 Equity Incentive Plan (2019 Plan) provides for the granting of stock options, restricted stock, RSUs, stock appreciation rights, performance shares, PSUs, and performance awards for the Company's Class A common stock to the Company's employees, directors, and consultants. Certain outstanding equity awards were granted under the Companyâ€™s 2010 Equity Incentive Plan that is no longer active, but continues to govern the outstanding equity awards granted thereunder.Stock OptionsSince the fiscal year ended December 31, 2022, the Company has granted to certain executive officers and other key employees 10-year stock options with market conditions that vest and becomes exercisable only if the Company achieves certain stock price milestones and the employee continues to provide service to the Company through the applicable vesting dates (the Performance Options). The Performance Options were granted under the 2019 Plan and consist of 10-year options to purchase the Companyâ€™s Class A common stock. As of JuneÂ 30, 2024, there was approximately 4.0 million outstanding Performance Options.In April 2023, the Company's compensation committee and Board of Directors approved amendments to the Performance Options, effective as of May 1, 2023. These amendments reduced the exercise price per share of the Performance Options to the fair market value per share of the Company's Class A common stock on the effective date of the amendment, and modified the structure of the Performance Options to contain a total of nine separate tranches with added stock price milestones. These amendments resulted in an additional stock-based compensation expense of approximately $25.8 million to be recognized over a weighted-average requisite service period.28Table of contentsDuring the six months ended JuneÂ 30, 2024, the Company achieved the stock price milestones for the first two tranches of 418,250 Performance Options in total. Following the achievement of each stock price milestone, the applicable tranche shares are subject to six quarterly vesting periods on a ratable basis. The Company recognizes stock-based compensation expense for the Performance Options based on the grant date fair value and using a graded attribution method over the weighted-average requisite service period. The total stock-based compensation expense for the Performance Options for the three months ended JuneÂ 30, 2024 and 2023 were $9.9 million and $7.4 million, respectively, and for the six months ended JuneÂ 30, 2024 and 2023 were $12.5Â million and $14.3Â million, respectively. As of JuneÂ 30, 2024, there was $138.7 million of unrecognized stock-based compensation expense related to the Performance Options that is expected to be recognized over a weighted-average period of 4.1 years.Restricted Stock Units and Performance Stock UnitsThe total stock-based compensation expense for RSUs and PSUs for the three months ended JuneÂ 30, 2024 and 2023 was $74.4 million and $55.2Â million, respectively, and for the six months ended JuneÂ 30, 2024 and 2023 was $138.3Â million and $99.5Â million, respectively. As of JuneÂ 30, 2024, the total unrecognized stock-based compensation expense related to unvested RSUs and PSUs was $704.7 million that is expected to be recognized over a weighted-average period of 2.9 years.2019 Employee Stock Purchase Plan In September 2019, the Company's Board of Directors adopted and stockholders approved the ESPP, which became effective one business day prior to the effective date of the Company's registration statement on Form S-1 filed with the SEC in connection with the Companyâ€™s initial public offering. 173,702 and 248,738 shares of Class A common stock were purchased under the ESPP during the six months ended JuneÂ 30, 2024 and 2023, respectively. As of JuneÂ 30, 2024, the total unrecognized stock-based compensation expense related to the ESPP was $2.7 million and is expected to be recognized over a weighted average period of 0.4 years.Stock-based Compensation ExpenseThe following table sets forth the total stock-based compensation expense included in the Companyâ€™s condensed consolidated statements of operations:Three Months Ended June 30,Six Months Ended June 30,2024202320242023(in thousands)Cost of revenue$2,879Â $2,047Â $5,382Â $3,730Â Sales and marketing23,801Â 20,014Â 43,978Â 34,834Â Research and development35,268Â 34,651Â 60,984Â 62,388Â General and administrative24,043Â 11,680Â 45,370Â 24,841Â Total stock-based compensation expense$85,991Â $68,392Â $155,714Â $125,793Â 29Table of contentsNoteÂ 11. Net Loss per Share Attributable to Common StockholdersThe following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders:Three Months Ended June 30,Six Months Ended June 30,20242023202420232023Class AClass BClass AClass BClass AClass BClass AClass B(in thousands, except per share data)Net loss attributable to common stockholders$(13,375)$(1,703)$(82,620)$(11,847)$(44,833)$(5,788)$(115,760)$(16,789)Weighted-average shares used in computing net loss per share attributable to common stockholders, basic and diluted302,171Â 38,477Â 290,623Â 41,674Â 300,786Â 38,831Â 289,466Â 41,982Â Net loss per share attributable to common stockholders, basic and diluted(0.04)(0.04)(0.28)(0.28)(0.15)(0.15)(0.40)(0.40)Since the Company was in a loss position for all periods presented, basic net loss per share is the same as diluted net loss per share as the inclusion of all potential common shares outstanding would have been antidilutive. The potential shares of common stock that were excluded from the computation of diluted net loss per share attributable to common stockholders for the periods presented because including them would have been antidilutive are as follows:June 30,20242023(in thousands)2025 Notesâ€”Â 1,012Â 2026 Notes6,762Â 6,762Â Shares subject to repurchaseâ€”Â 319Â Unexercised stock options9,977Â 13,952Â Unvested restricted stock and RSUs10,590Â 11,320Â Shares issuable pursuant to the ESPP169Â 228Â Total27,498Â 33,593Â NoteÂ 12. Income TaxesThe computation of the provision for income taxes for interim periods is determined by applying the estimated annual effective tax rate to year-to-date earnings from recurring operations and adjusting for discrete tax items recorded in the period. The Company's ability to estimate the geographic mix of earnings is impacted by the relatively high-growth nature of the business, fluctuations of business operations by country, and implementation of tax planning strategies.The Company recorded an income tax expense of $1.1 million and $1.5 million for the three months ended JuneÂ 30, 2024 and 2023, respectively, and an income tax expense of $3.4 million and $2.8 million for the six months ended JuneÂ 30, 2024 and 2023, respectively. 30Table of contentsThe income tax expense of $1.1 million for the three months ended JuneÂ 30, 2024 was primarily related to withholding taxes in the United States and income tax expense from profitable foreign jurisdictions, offset by the partial release of the U.S. and U.K. valuation allowances in connection with acquisitions.The income tax expense of $1.5 million for the three months ended JuneÂ 30, 2023 was primarily related to withholding taxes in the United States and income tax expense from profitable foreign jurisdictions.The income tax expense of $3.4 million for the six months ended JuneÂ 30, 2024 was primarily related to withholding taxes in the United States and income tax expense from profitable foreign jurisdictions, offset by the partial release of the U.S. and U.K. valuation allowances in connection with acquisitions.The income tax expense of $2.8 million for the six months ended JuneÂ 30, 2023, was primarily related to withholding taxes in the United States and income tax expense from profitable foreign jurisdictions.In determining the need for a valuation allowance, the Company weighs both positive and negative evidence in the various jurisdictions in which it operates to determine whether it is more likely than not that its deferred tax assets are realizable. A full valuation allowance has been established in the United States and United Kingdom and no deferred tax assets and related tax benefits have been recognized in the consolidated financial statements. There is no valuation allowance associated with any other foreign jurisdictions.NoteÂ 13. Business CombinationsBastionZeroIn May 2024, the Company acquired all of the outstanding shares of BastionZero, developers of a Zero Trust infrastructure access platform, for total purchase consideration of $13.1 million. The total purchase consideration mainly consists of (i) acquisition-date cash payments of $11.3 million, net of immaterial cash acquired, and (ii) a cash holdback of $1.6 million, which the Company is retaining for up to 18 months and the remaining portion of which (if any) will be payable after such time to the previous owners of BastionZero, subject to offset by the Company for any of the previous ownersâ€™ indemnification obligations in connection with the acquisition. The transaction-related costs for the acquisition were not material and were included in general and administrative expenses during the three months ended JuneÂ 30, 2024.In connection with the acquisition of BastionZero, the Company recorded $5.1Â million of acquired intangible assets, $8.1 million of goodwill and $0.2 million of other noncurrent liabilities at their estimated fair values. The excess of the purchase price over the fair value of the net assets acquired was recorded as goodwill, none of which is expected to be deductible for tax purposes. Goodwill is primarily attributable to the assembled workforce as well as the anticipated synergies from the integration of BastionZeroâ€™s technology with the Company's technology. For further details on the acquired assets, refer to Note 5 to these condensed consolidated financial statements.This acquisition did not have a material impact on the Companyâ€™s reported revenue or net loss amounts for any period presented; therefore, historical and pro forma disclosures have not been presented.NoteÂ 14. Segment and Geographic InformationThe Companyâ€™s chief operating decision maker (CODM) is its CEO, President and COO, and CFO. Collectively, the CODM reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. The Company has no segment managers who are held accountable by the CODM for operations, operating results, and planning for levels or components below the consolidated unit level. Accordingly, the Company has determined it has a single operating segment.Refer to NoteÂ 3 to these condensed consolidated financial statements for revenue by geography.31Table of contentsThe Companyâ€™s property and equipment, net, by geographic area were as follows:Â June 30, 2024December 31, 2023Â Â (in thousands)United States$188,315Â $191,853Â Rest of the world150,809Â 130,960Â Total property and equipment, net$339,124Â $322,813Â No single country other than the United States accounted for more than 10% of total property and equipment, net as of JuneÂ 30, 2024 and DecemberÂ 31, 2023.32Table of contentsItem 2. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSThe following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q. In addition to historical financial information, the following discussion contains forward-looking statements that are based upon current plans, expectations, and beliefs that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those factors discussed in the section titled â€œRisk Factorsâ€ and in other parts of this Quarterly Report on Form 10-Q. Our fiscal year end is December 31.OverviewCloudflareâ€™s mission is to help build a better Internet. We have built a global network that delivers a broad range of services to businesses of all sizes and in all geographiesâ€”making them more secure, enhancing the performance of their business-critical applications, and eliminating the cost and complexity of managing individual network hardware. Our network serves as a scalable, easy-to-use, unified control plane to deliver security, performance, and reliability across their on-premises, hybrid, cloud, and software-as-a-service (SaaS) applications.Our Business ModelOur business model benefits from our ability to serve the needs of all customers ranging from individual developers to the largest enterprises, in a cost-effective manner. Our products are easy to deploy and allow for rapid and efficient onboarding of new customers and expansion of our relationships with our existing customers over time. Given the large customer base we have and the immense amount of Internet traffic that we manage, we are able to negotiate mutually beneficial agreements with Internet service providers (ISPs) that allow us to place our equipment directly in their data centers, which drives down our bandwidth and co-location expenses. This symbiotic relationship that we have with ISPs and the efficiency of our serverless network architecture allows us to introduce new products on our network at low marginal cost. We generate revenue primarily from sales to our customers of subscriptions to access our network and products. We offer a variety of plans to our free and paying customers depending on their required features and functionality. â€¢Contracted customers. Our contracted customers, which consist of customers that enter into contracts for our Enterprise subscription plan, have contracts that typically range from one to three years and are typically billed on a monthly or annual basis. Our agreements with contracted customers are tailored and priced to meet their varying needs and requirements. Enterprise subscription plan agreements for our contracted customers generally include a base subscription and a smaller portion based on usage or per seat. Agreements with certain of our larger enterprise customers may be structured as a "pool of funds" in which the customer commits to spend at least a specified amount on our products during the subscription period. These â€œpool of fundsâ€ arrangements do not require the customer to subscribe for specific products or spend any specific amounts during any month, quarter or, if applicable, year of the subscription period, but the funds must be utilized during the subscription period as they are non-refundable and non-reimbursable.â€¢Pay-as-you-go customers. For our pay-as-you-go customers, we offer the ability to purchase our products through our website. We make our pay-as-you-go product solutions available in several configurations. For customers securing and accelerating their Internet properties using our website and application services, we offer Pro and Business subscription plans through our website per registered domain, and it is common for customers to purchase subscriptions to cover multiple Internet properties (e.g., domains, websites,

application programming interfaces (APIs), and mobile applications). Pay-as-you-go customers can subscribe to more than one solution and purchase add-on products and network functionality we offer to meet their more advanced needs. For pay-as-you-go or contracted customers who need a scalable Zero Trust security solution to secure users and internal resources using our Cloudflare One suite of products, we make these products available on a per seat basis. In addition, for developers building serverless applications, we offer our Cloudflare Workers product to these customers on a usage-based plan that is metered by requests and execution time. Our pay-as-you-go customers typically pay with a credit card on a monthly or annual basis for our Pro and Business subscription plans and on a monthly basis for our other pay-as-you-go plans and add-on products.Key elements of our business model include:33Table of contentsâ€¢Significant investment in ongoing product development. We invest significantly in research and development. Our focus on research and development allows us to continually enhance the capabilities and functionality of our global network with new products and product features that are innovative and powerful and can be quickly adopted by our customers and helps us grow our customer base, which allows us to serve a greater portion of the world's Internet traffic. That in turn provides us with greater knowledge and insight into the challenges that Internet users face every day.â€¢Investments in our network for growth. We believe that the size, sophistication, and distributed nature of our network provide us with a significant competitive advantage. We intend to continue to make substantial investments in network infrastructure to support the growth of our business. As we invest in our network, we believe the service that we can provide our customers and the insight and knowledge that we can gain will continue to grow.â€¢Efficient go-to-market model. We have built an efficient go-to market model that reflects the flexibility and ease of use our products offer to our customers around the world. This has enabled us to acquire new customers as well as to expand within our existing customer base in a rapid, cost-effective manner. In particular, we have invested heavily in our contracted customer sales efforts.â—¦New customer acquisition. We believe that anyone that relies on the Internet to deliver products, services, or content or to operate its business can be a Cloudflare customer. As such, we are focused on driving an increased number of customers onto our network and products to support our long-term growth. We continue to invest to build our direct sales force, increase brand awareness, leverage and expand channel partners, and improve the sophistication of our sales operations for contracted customers, particularly large customers. Additionally, through our pay-as-you-go offering, a customer can subscribe to one of our many plans and begin using our network quickly, with minimal technical skill and no professional services. This has allowed us to acquire a large portion of our paying customers very rapidly and at significantly lower customer acquisition costs than our other product offerings. â—¦Expansion of our existing customers. We believe that our network enables a large opportunity for growth within our existing customer base given the breadth of products we offer on our infrastructure platform. Our relationships with customers often start with servicing a portion of their overall needs and expand over time as they realize the significant value we deliver. Once a customer has adopted one product on our network, it can easily add additional products. As we add more products and functionality to our network, we see opportunities to drive upsell as customers seek to consolidate onto one infrastructure platform to meet all of their security, performance, and reliability network requirements. We also intend to continue to invest in market awareness of our new products to improve growth within our existing customers.â—¦International reach. Our global network, with a presence in more than 330 cities and over 120 countries worldwide, has helped to foster our strong international growth. International markets represented 49% and 47% of our revenue in the three months ended JuneÂ 30, 2024 and 2023, respectively, and we intend to continue to invest in our international growth as a strategy to expand our customer base around the world.â€¢Free customer base. Free customers are an important part of our business. These customers are typically individual developers, early-stage startups, hobbyists, and other users and, like our pay-as-you-go customers, sign up for our service through our website. Our free customers create scale, serve as efficient brand marketing, and help us attract developers, customers, and potential employees. These free customers expose us to diverse traffic, threats, and problems, often allowing us to see potential security, performance, and reliability issues at the earliest stage. This knowledge allows us to improve our products and deliver more effective solutions to our paying customers. In addition, the added scale and diversity of this traffic makes us valuable to a diverse set of global ISPs, improving the breadth and economic terms of our interconnections, bandwidth costs, and co-location expenses. Finally, the enthusiastic engagement of our free customer base represents a "virtual quality assurance" function that allows us to maintain a high rate of product innovation, while ensuring our products are extensively tested in real world environments before they are deployed to our paying customers.Opportunities, Challenges, and RisksWe believe that the growth of our business and our future success are dependent upon many factors, including growing our paying customer base, particularly large customers, expanding our relationships with existing paying 34Table of contentscustomers, developing and successfully launching new products and features, expanding into additional market segments, expanding our base of free customers, and developing and maintaining favorable peering and co-location relationships. Each of these factors presents significant opportunities for us, but also poses material challenges and risks that we must successfully address in order to grow our business and improve our operating results. We expect that addressing these challenges and risks will increase our operating expenses significantly over the next several years. The timing of our future profitability, if we achieve profitability at all, will depend upon many variables, including the success of our growth strategies and the timing and size of investments and expenditures that we choose to undertake, as well as market growth and other factors that are not within our control. In addition, we must comply with complex, uncertain, and evolving laws, rules, and regulatory requirements across federal, state, and international jurisdictions. If we fail to successfully address these challenges, risks, and variables, our business, operating results, financial condition, and prospects may be adversely affected. Impact of Macroeconomic DevelopmentsWe are closely monitoring macroeconomic developments and global events, such as the Hamas-Israel and the Russia-Ukraine conflicts and the potential worsening or expansion of those conflicts and other areas of geopolitical tension around the world, and other geopolitical events such as elections and other governmental changes, and, in each case, how they may adversely impact our and our customersâ€™ businesses. Weak economic conditions or significant uncertainty regarding the stability of financial markets related to stock market volatility, inflation, recession, changes in tariffs, trade agreements or governmental fiscal, monetary and tax policies, among others, also could adversely impact our and our customersâ€™ business, financial condition and operating results. In addition, general tightening in the credit market, lower levels of liquidity, increases in rates of default and bankruptcy, and significant volatility in equity and fixed-income markets could all negatively impact our customersâ€™ purchasing decisions. Potentially as a result of these various macroeconomic impacts on our customers, we periodically have experienced lengthening of the average sales cycle for certain types of customers and sales (including sales to new customers and expansion sales to existing customers), slowdowns in our pipeline of potential new customers and in the rate of converting sales pipeline opportunities into new sales, increases in average days sales outstanding, higher levels of churn in our paying customer base (which is when any of our paying customers cease to be a paying customer for any reason, including any pay-as-you-go customer converting to a free subscription plan), and lengthening of the timing of payment from some of our customers, all of which may have contributed to a slowdown in our revenue growth over that period (including with respect to new customers). We believe macroeconomic uncertainty could persist through the remainder of 2024. As a result, we expect that some or all of the negative trends described in this paragraph may emerge or recur during future quarters.To the extent challenging macroeconomic conditions persist, we may experience additional adverse effects on our business, financial condition, or results of operations in future periods. These effects could include, among others, reduction or increased delays in purchasing decisions by existing and potential new paying customers, additional lengthening of the sales cycle for some of our existing and potential new paying customers, potential customer requests for concessions (including in terms of payment amounts and/or timing and earlier or additional termination rights), potential losses of paying customers as a result of economic distress or bankruptcy (particularly among our small and medium paying customer base), potential reductions in new non-U.S. customers and expansion of sales to existing non-U.S. paying customers as a result of our products, which are substantially all sold in U.S. dollars, becoming relatively more expensive for such customers due to the higher value of the U.S. dollar relative to other currencies, and increased costs for employee compensation and equipment purchases resulting from continued inflationary cost pressures. For further discussion of the challenges and risks we confront related to macroeconomic conditions and geopolitical tension around the world, please refer to Part II, Item 1A â€œRisk Factorsâ€ of this Quarterly Report on Form 10-Q.35Table of contentsFinancial Measures and Key Business MetricsWe review a number of financial and operating metrics, including the following non-GAAP financial measures and key metrics to evaluate our business, measure our performance, identify trends affecting our business, formulate business plans, and make strategic decisions.Three Months EndedJune 30,Six Months EndedJune 30,2024202320242023(dollars in thousands)(dollars in thousands)Gross profit$311,985Â $233,273Â $605,549Â $453,016Â Gross margin78Â %76Â %78Â %76Â %Loss from operations$(34,698)$(56,172)$(89,248)$(103,444)Non-GAAP income from operations$56,953Â $20,305Â $99,396Â $43,617Â Operating margin(9)%(18)%(11)%(17)%Non-GAAP operating margin14Â %7Â %13Â %7Â %Net cash provided by operating activities$74,815Â $64,451$148,394Â $100,865Net cash provided by (used in) investing activities$(183,742)$108$(86,792)$15,675Net cash provided by (used in) financing activities$7,143Â $(168,612)$7,164Â $(167,365)Free cash flow$38,275Â $19,970$73,882Â $33,873Net cash provided by operating activities (as a percentage of revenue)19Â %21Â %19Â %17Â %Free cash flow margin10Â %6Â %9Â %6Â %Paying customers(1)210,166Â 174,129Â Paying customers (> $100,000 Annualized Revenue)(1)3,046Â 2,352Â (1)Key business metrics are derived on a quarterly basis. Refer to Key Business Metrics section below for further detail. The following table summarizes the revenue by region based on the billing address of customers who use the Companyâ€™s products:Three Months Ended June 30,Six Months Ended June 30,2024202320242023(dollars in thousands)(dollars in thousands)AmountPercentageof RevenueAmountPercentageof RevenueAmountPercentageof RevenueAmountPercentageof RevenueUnited States$207,008Â 51Â %$161,692Â 53Â %$403,471Â 52Â %$314,610Â 53Â %Europe, Middle East, and Africa110,968Â 28Â %84,346Â 27Â %216,352Â 28Â %162,677Â 27Â %Asia Pacific52,126Â 13Â %40,399Â 13Â %99,777Â 13Â %79,617Â 13Â %Other30,894Â 8Â %22,057Â 7Â %59,998Â 7Â %41,765Â 7Â %Total$400,996Â 100Â %$308,494Â 100Â %$779,598Â 100Â %$5
GAAP Financial MeasuresIn addition to our results determined in accordance with generally accepted accounting principles in the United States (U.S. GAAP), we believe the following non-GAAP measures are useful in evaluating our operating performance. We use the following non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that non-GAAP financial information, when taken collectively, may be helpful to investors because it provides consistency and comparability with past financial performance. However, non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool, and should not be considered in isolation or as a substitute for financial information presented in accordance with U.S. GAAP. In particular, free cash flow is not a substitute for cash 36Table of contentsprovided by operating activities. Additionally, the utility of free cash flow as a measure of our liquidity is further limited as it does not represent the total increase or decrease in our cash balance for a given period. In addition, other companies, including companies in our industry, may calculate similarly-titled non-GAAP measures differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison. A reconciliation is provided below for each non-GAAP financial measure to the most directly comparable financial measure stated in accordance with U.S. GAAP. Investors are encouraged to review the related U.S. GAAP financial measures and the reconciliation of these non-GAAP financial measures to their most directly comparable U.S. GAAP financial measures, and not to rely on any single financial measure to evaluate our business.Non-GAAP Income (Loss) from Operations and Non-GAAP Operating MarginWe define non-GAAP income (loss) from operations and non-GAAP operating margin as U.S. GAAP loss from operations and U.S. GAAP operating margin, respectively, excluding stock-based compensation expense and its related employer payroll taxes, amortization of acquired intangible assets, acquisition-related and other expenses. We exclude stock-based compensation expense, which is a non-cash expense, from certain of our non-GAAP financial measures because we believe that excluding this item provides meaningful supplemental information regarding operational performance. We exclude employer payroll tax expenses related to stock-based compensation, which is a cash expense, from certain of our non-GAAP financial measures, because such expenses are dependent upon the price of our Class A common stock and other factors that are beyond our control and do not correlate to the operation of our business. We exclude amortization of acquired intangible assets, which is a non-cash expense, related to business combinations from certain of our non-GAAP financial measures because such expenses are related to business combinations and have no direct correlation to the operation of our business. We exclude acquisition-related and other expenses from certain of our non-GAAP financial measures because such expenses are related to business combinations and have no direct correlation to the operation of our business. Acquisition-related and other expenses can be cash or non-cash expenses incurred in connection with the acquisition, and include third-party transaction costs and compensation expense for key acquired personnel. We also excluded the one-time cash compensation charge incurred during the three months ended MarchÂ 31, 2024 from certain of our non-GAAP financial measures because it was not attributable to services provided and did not correlate to the ongoing operation of our business.Three Months EndedJune 30,Six Months EndedJune 30,2024202320242023(dollars in thousands)(dollars in thousands)Loss from operations$(34,698)$(56,172)$(89,248)$(103,444)Add:Stock-based compensation expense and related employer payroll taxes89,507Â 71,589Â 166,234Â 133,339Â Amortization of acquired intangible assets1,982Â 4,888Â 7,248Â 9,775Â Acquisition-related and other expenses162Â â€”Â 162Â 3,947Â One-time compensation chargeâ€”Â â€”Â 15,000Â â€”Â Non-GAAP income from operations$56,953Â $20,305Â $99,396Â $43,617Â Operating margin(9)%(18)%(11)%(17)%Non-GAAP operating margin (non-GAAP income from operations as a percentage of revenue)14Â %7Â %13Â %7Â %Free Cash Flow and Free Cash Flow MarginFree cash flow is a non-GAAP financial measure that we calculate as net cash provided by operating activities less cash used for purchases of property and equipment and capitalized internal-use software. Free cash flow margin is calculated as free cash flow divided by revenue. We believe that free cash flow and free cash flow margin are useful indicators of liquidity that provide information to management and investors about the amount of cash generated from our operations that, after the investments in property and equipment and capitalized internal-use software, can be used for strategic initiatives, including investing in our business, and strengthening our financial position. We 37Table of contentsbelieve that historical and future trends in free cash flow and free cash flow margin, even if negative, provide useful information about the amount of cash generated by our operating activities that is available (or not available) to be used for strategic initiatives. For example, if free cash flow is negative, we may need to access cash reserves or other sources of capital to invest in strategic initiatives. One limitation of free cash flow and free cash flow margin is that they do not reflect our future contractual commitments. Additionally, free cash flow does not represent the total increase or decrease in our cash balance for a given period.Three Months EndedJune 30,Six Months EndedJune 30,2024202320242023(dollars in thousands)(dollars in thousands)Net cash provided by operating activities$74,815Â $64,451Â $148,394Â $100,865Â Less: Purchases of property and equipment(29,625)(38,748)(61,681)(56,289)Less: Capitalized internal-use software(6,915)(5,733)(12,831)(10,703)Free cash flow$38,275Â $19,970Â $73,882Â $33,873Â Net cash provided by (used in) investing activities$(183,742)$108Â $(86,792)$15,675Â Net cash provided by (used in) financing activities$7,143Â $(168,612)$7,164Â $(167,365)Net cash provided by operating activities (as a percentage of revenue)19Â %21Â %19Â %17Â %Less: Purchases of property and equipment (as a percentage of revenue)(7)%(13)%(8)%(9)%Less: Capitalized internal-use software (as a percentage of revenue)(2)%(2)%(2)%(2)%Free cash flow margin10Â %6Â %9Â %6Â %Key Business MetricsIn addition to our results determined in accordance with U.S. GAAP and the non-GAAP measures discussed above, we also review the key business metrics discussed below to assist us in evaluating our business, measuring performance, identifying trends, formulating business plans, and making strategic decisions. There are a number of limitations associated with the use of key business metrics as analytical tools, however, and we do not rely upon any single key business metric to evaluate our business. In addition, other companies, including companies in our industry, may calculate similarly-titled business metrics differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of these business metrics as tools for comparison to such companies.Paying CustomersWe believe our ability to grow the number of paying customers on our network provides a key indicator of growth of our business and our future business opportunities. We define a paying customer at the end of the quarter as a person or entity who has generated revenue and has an active contract with us or one of our partners during such quarter, excluding (i) customers that were not acquired through ordinary sales channels, (ii) customers using only our registrar product, and (iii) customers using our consumer applications, such as 1.1.1.1 and WARP, which agreements and customers together represent an insignificant amount of our revenue. An entity is defined as a company, a government institution, a non-profit organization, or a distinct business unit of a large company. An active contract is defined as a customer relationship for which we have provided services during the quarter. The number of paying customers was 210,166 and 174,129 as of JuneÂ 30, 2024 and JuneÂ 30, 2023, respectively. Paying Customers (> $100,000 Annualized Revenue)While we continue to grow customers across all sizes, over time, our large customers have contributed an increasing share of our revenue. We view the number of customers with Annualized Revenue greater than $100,000 as indicative of our penetration within large enterprise accounts. To measure Annualized Revenue at the end of a quarter, we take the sum of revenue for each customer in the quarter and multiply that amount by four. For example, if we signed a new customer that generated $1,800 of revenue in a quarter, that customer would account 38Table of contentsfor $7,200 of Annualized Revenue for that year. Our Annualized

Revenue calculation excludes (i) agreements that were not entered into through ordinary sales channels, (ii) revenue generated from customers using only our registrar product, and (iii) customers using our consumer applications, such as 1.1.1.1 and WARP, which agreements and customers together represent an insignificant amount of our revenue. Our Annualized Revenue metric also includes any usage charges by a customer during a period, which represents a small portion of our total revenue and may not be recurring. As a result, Annualized Revenue may be higher than actual revenue over the course of the year. The number of paying customers with Annualized Revenue greater than $100,000 was 3,046 and 2,352 as of JuneÂ 30, 2024 and JuneÂ 30, 2023, respectively. Dollar-Based Net Retention RateOur ability to maintain long-term revenue growth and achieve profitability is dependent on our ability to retain and grow revenue generated from our existing paying customers. We believe that we will achieve these objectives by continuing to focus on customer loyalty and adding additional products and functionality to our network. Our dollar-based net retention rate is a key way we measure our performance in these areas. Dollar-based net retention measures our ability to retain and expand recurring revenue from existing customers. To calculate dollar-based net retention for a quarter, we compare the Annualized Revenue from paying customers four quarters prior to the Annualized Revenue from the same set of customers in the most recent quarter. Our dollar-based net retention includes expansion and is net of contraction and attrition, but excludes Annualized Revenue from new customers in the current period. Our dollar-based net retention excludes the benefit of free customers that upgrade to a paid subscription between the prior and current periods, even though this is an important source of incremental growth. We believe this provides a more meaningful representation of our ability to add incremental business from existing paying customers as they renew and expand their contracts. Our dollar-based net retention rates for the three months ended JuneÂ 30, 2024 and JuneÂ 30, 2023 were 112% and 115%, respectively.Components of Our Results of OperationsRevenueWe generate revenue primarily from sales to our customers of subscriptions to access our network and products, together with related support services. Arrangements with customers generally do not provide the customer with the right to take possession at any time of our software operating our global network. Instead, customers are granted continuous access to our network and products over the contractual period. A time-elapsed output method is used to measure progress because we transfer control evenly over the contractual period. Accordingly, the fixed consideration related to subscription and support revenue is generally recognized on a straight-line basis over the contract term beginning on the date that the service is made available to the customer. Usage-based consideration is primarily related to fees charged for our customerâ€™s use of excess bandwidth when accessing our network in a given period and is recognized as revenue in the period in which the usage occurs.The typical subscription and support term for our contracted customers is one year and subscription and support term lengths range from one to three years. Most of our contracts with contracted customers are non-cancelable over the contractual term. Customers may have the right to terminate their contracts for cause if we fail to perform in accordance with the contractual terms. For our pay-as-you-go customers, subscription and support term contracts are typically monthly.Cost of RevenueCost of revenue consists primarily of expenses that are directly related to providing our service to our paying customers. These expenses include expenses related to operating in co-location facilities, network and bandwidth costs, depreciation of our equipment located in co-location facilities, certificate authority services costs for paying customers, related overhead costs, the amortization of our capitalized internal-use software, and the amortization of acquired developed technologies. Cost of revenue also includes employee-related costs, including salaries, benefits, and stock-based compensation for employees whose primary responsibilities relate to supporting our paying customers. Other costs included in cost of revenue include credit card fees related to processing customer transactions and allocated overhead costs.As our customers expand and increase the use of our global network and products driven by additional applications and connected devices, we expect that our cost of revenue will continue to increase due to higher network and bandwidth costs and expenses related to operating in additional co-location facilities. However, we expect to 39Table of contentscontinue to benefit from economies of scale as our customers increase the use of our global network and products. We intend to continue to invest additional resources in our global network and products and our customer support organizations as we grow our business. The level and timing of investment in these areas could affect our cost of revenue in the future.Gross Profit and Gross MarginGross profit is revenue less cost of revenue and gross margin is gross profit as a percentage of revenue. Our gross profit and gross margin have and are expected to continue to fluctuate from period to period due to the timing of acquisition of new customers and our renewals with existing customers, expenses related to operating in co-location facilities and network and bandwidth costs to operate and expand our global network, and amortization of costs associated with capitalized internal-use software. We expect our gross profit to increase in absolute dollars and our gross margin to remain consistent over the long term, although our gross margin could fluctuate from period to period depending on the interplay of all of these factors.Operating ExpensesSales and MarketingSales and marketing expenses consist primarily of employee-related costs, including salaries, a one-time compensation charge, benefits, and stock-based compensation expense, sales commissions that are recognized as expenses over the period of benefit, marketing programs, certificate authority services costs for free customers, travel-related expenses, bandwidth and co-location costs for free customers, and allocated overhead costs. Sales commissions earned by our sales force and the associated payroll taxes that are direct and incremental to the acquisition of channel partner and direct customer contracts are deferred and amortized over an estimated period of benefit of three years for the initial acquisition of a contract and over the contractual term of the renewals for renewal contracts. We plan to continue to invest in sales and marketing to grow our customer base and increase our brand awareness, including marketing efforts to continue to drive our pay-as-you-go business model. As a result, we expect our sales and marketing expenses to increase in absolute dollars for the foreseeable future. However, we expect our sales and marketing expenses to decrease as a percentage of our revenue over the long term, although our sales and marketing expenses may fluctuate as a percentage of our revenue from period to period due to the timing and extent of these expenses.Research and DevelopmentResearch and development costs consist primarily of employee-related costs, including salaries, benefits, and stock-based compensation expense, consulting costs, depreciation of equipment used in research and development, and allocated overhead costs. Research and development costs support our efforts to add new features to our existing offerings and to ensure the security, performance, and reliability of our global network. We expect our research and development expenses to increase in absolute dollars for the foreseeable future as we continue to invest in research and development efforts to enhance the functionality of our global network and products. We expect our research and development expenses to decrease as a percentage of our revenue over the long term, although our research and development expenses may fluctuate as a percentage of our revenue from period to period due to the timing and extent of these expenses.General and AdministrativeGeneral and administrative expenses consist primarily of employee-related costs, including salaries, benefits, and stock-based compensation expense for our finance, legal, human resources, and other administrative personnel, professional fees for external legal services, accounting, and other consulting services, bad debt expense, and allocated overhead costs. We expect our general and administrative expenses to continue to increase in absolute dollars for the foreseeable future to support our growth as well as due to additional costs associated with legal, accounting, compliance, insurance, investor relations, and other costs as a result of operating as a public company. However, we expect our general and administrative expenses to decrease as a percentage of our revenue over the long term, although our general and administrative expenses may fluctuate as a percentage of our revenue from period to period due to the timing and extent of these expenses.Non-Operating Income (Expense)40Table of contentsInterest IncomeInterest income consists primarily of interest earned on our cash, cash equivalents, and our investment holdings.Interest ExpenseInterest expense consists primarily of contractual interest expense and amortization of the debt issuance costs on our 0.75% Convertible Senior Notes due 2025 (the 2025 Notes) and 0% Convertible Senior Notes due 2026 (the 2026 Notes, and together with the 2025 Notes, the Notes).Loss on Extinguishment of DebtLoss on extinguishment of debt consists of loss recognized from open market transactions to repurchase approximately $123.0 million in aggregate principal amount of the 2025 Notes for an aggregate of $172.7 million in cash (including accrued interest) (the 2025 Notes Repurchases). Refer to Note 7 to the condensed consolidated financial statements in Part 1, Item 1 of this Quarterly Report on Form 10-Q for further detail.Other Income (Expense), NetOther income (expense), net consists primarily of gain on sale of property and equipment and foreign currency transaction gains and losses.Provision for (Benefit from) Income TaxesProvision for (benefit from) income taxes consists primarily of income taxes in certain foreign jurisdictions in which we conduct business, as well as state income taxes in the United States. We have a full valuation allowance on our U.S. federal, U.S. state, and U.K. deferred tax assets as we have concluded that it is more likely than not that the deferred tax assets will not be realized.41Table of contentsResults of OperationsThe following tables set forth our condensed consolidated results of operations for the periods presented in dollars and as a percentage of our revenue for those periods:Three Months EndedJune 30,Six Months EndedJune 30,20242023202420232023(dollars in thousands)(dollars in thousands)Revenue$400,996Â $308,494Â $779,598Â $598,669Â Cost of revenue(1)89,011Â 75,221Â 174,049Â 145,653Â Gross profit311,985Â 233,273Â 605,549Â 453,016Â Operating expenses:Sales and marketing(1)174,501Â 146,688Â 368,603Â 283,689Â Research and development(1)102,547Â 89,610Â 190,250Â 171,149Â General and administrative(1)69,635Â 53,147Â 135,944Â 101,622Â Total operating expenses346,683Â 289,445Â 694,797Â 556,460Â Loss from operations(34,698)(56,172)(89,248)(103,444)Non-operating income (expense):Interest income21,715Â 16,536Â 42,967Â 30,023Â Interest expense(1,218)(1,539)(2,318)(3,665)Loss on extinguishment of debtâ€”Â (50,300)â€”Â (50,300)Other income (expense), net269Â (1,527)1,393Â (2,384)Total non-operating income (expense), net20,766Â (36,830)42,042Â (26,326)Loss before income taxes(13,932)(93,002)(47,206)(129,770)Provision for income taxes1,146Â 1,465Â 3,415Â 2,779Â Net loss$(15,078)$(94,467)$(50,621)$(132,549)_____(1) Includes stock-based compensation expense as follows:Three Months EndedJune 30,Six Months EndedJune 30,20242023202420232023(dollars in thousands)(dollars in thousands)Cost of revenue$2,879Â $2,047Â $5,382Â $3,730Â Sales and marketing23,801Â 20,014Â 43,978Â 34,834Â Research and development35,268Â 34,651Â 60,984Â 62,388Â General and administrative24,043Â 11,680Â 45,370Â 24,841Â Total stock-based compensation expense$85,991Â $68,392Â $155,714Â $125,793Â 42Table of contentsThree Months EndedJune 30,Six Months EndedJune 30,20242023202420232023Percentage of Revenue Data:Revenue100Â %100Â %100Â %100Â %Cost of revenue22Â 24Â 22Â 24Â Gross margin78Â 76Â 78Â 76Â Operating expenses:Sales and marketing44Â 48Â 47Â 47Â Research and development26Â 29Â 24Â 29Â General and administrative17Â 17Â 18Â 17Â Total operating expenses87Â 94Â 89Â 93Â Loss from operations(9)(18)(11)(17)Non-operating income (expense):Interest income5Â 5Â 5Â 5Â Interest expenseâ€”Â (1)â€”Â (1)Loss on extinguishment of debtâ€”Â (16)â€”Â (8)Other income (expense), netâ€”Â â€”Â â€”Â (1)Total non-operating income (expense), net5Â (12)5Â (5)Loss before income taxes(4)(30)(6)(22)Provision for income taxesâ€”Â 1Â â€”Â Â â€”Â Net loss(4)%(31)%(6)%(22)%Comparison of Three and Six Months Ended JuneÂ 30, 2024 and 2023RevenueThree Months EndedJune 30,ChangeSix Months EndedJune 30,Change20242023$%20242023$%(dollars in thousands)(dollars in thousands)Revenue$400,996Â $308,494Â $92,502Â 30Â %$779,598Â $598,669Â $180,929Â 30Â %Revenue increased by $92.5 million and $180.9 million, or 30% and 30%, respectively, for the three and six months ended JuneÂ 30, 2024, compared to the three and six months ended JuneÂ 30, 2023. The increase in revenue was primarily due to the addition of new paying customers, as our number of paying customers increased by 21% as of JuneÂ 30, 2024 compared to the prior period ended JuneÂ 30, 2023, as well as the expansion within our existing paying customers, which was reflected by our dollar-based net retention rate of 112% for the three months ended JuneÂ 30, 2024.43Table of contentsCost of Revenue and Gross MarginThree Months EndedJune 30,ChangeSix Months EndedJune 30,Change20242023$%20242023$%(dollars in thousands)(dollars in thousands)Cost of revenue$89,011Â $75,221Â $13,790Â 18Â %$174,049Â $145,653Â $28,396Â 19Â %Gross margin78Â %76Â %78Â %76Â %Cost of revenue increased by $13.8 million, or 18%, for the three months ended JuneÂ 30, 2024 compared to the three months ended JuneÂ 30, 2023. The increase in the cost of revenue was primarily due to an increase of $4.9 million in employee-related costs, and an increase of $4.3 million in expenses related to operating in co-location facilities and network and bandwidth costs for operating our global network for our expanded customer base, as well as increased capacity to support our growth. Gross margin did not significantly fluctuate during the three months ended JuneÂ 30, 2024 as compared to the three months ended JuneÂ 30, 2023.Cost of revenue increased by $28.4 million, or 19%, for the six months ended JuneÂ 30, 2024 compared to the six months ended JuneÂ 30, 2023. The increase in the cost of revenue was primarily due to an increase of $10.1 million in employee-related costs, an increase of $8.1 million of third-party technology services costs, and an increase of $7.4 million in expenses related to operating in co-location facilities and network and bandwidth costs for operating our global network for our expanded customer base, as well as increased capacity to support our growth. Gross margin did not significantly fluctuate during the six months ended JuneÂ 30, 2024 as compared to the six months ended JuneÂ 30, 2023.Operating ExpensesSales and MarketingThree Months EndedJune 30,ChangeSix Months EndedJune 30,Change20242023$%20242023$%(dollars in thousands)(dollars in thousands)Sales and marketing$174,501Â $146,688Â $27,813Â 19Â %$368,603Â $283,689Â $84,914Â 30Â %Sales and marketing expenses increased by $27.8 million, or 19%, for the three months ended JuneÂ 30, 2024 compared to the three months ended JuneÂ 30, 2023. The increase was primarily driven by $13.7 million in increased employee-related costs due to a 6% increase in headcount in our sales and marketing organization, including an increase of $4.9 million in stock-based compensation expense. The remainder of the increase was primarily due to an increase of $8.3 million in expenses for marketing programs due to acquisitions, investments in brand awareness advertising, third-party industry events, and digital performance marketing.Sales and marketing expenses increased by $84.9 million, or 30%, for the six months ended JuneÂ 30, 2024 compared to the six months ended JuneÂ 30, 2023. The increase was primarily driven by $52.0 million in increased employee-related costs due to a $15.0 million one-time compensation charge and a 6% increase in headcount in our sales and marketing organization, including an increase of $11.5 million in stock-based compensation expense. The remainder of the increase was primarily due to an increase of $13.9 million in expenses for marketing programs due to acquisitions, investments in brand awareness advertising, third-party industry events, and digital performance marketing, an increase of $8.2 million in co-location and bandwidth expenses for free customers, an increase of $4.6 million in travel-related expenses, and an increase of $2.7 million in subscription expenses.Research and Development44Table of contentsThree Months EndedJune 30,ChangeSix Months EndedJune 30,Change20242023$%20242023$%(dollars in thousands)(dollars in thousands)Research and development$102,547Â $89,610Â $12,937Â 14Â %$190,250Â $171,149Â $19,101Â 11Â %Research and development expenses increased by $12.9 million, or 14%, for the three months ended JuneÂ 30, 2024 compared to the three months ended JuneÂ 30, 2023. The increase was primarily driven by $10.7 million in increased employee-related costs due to a 24% increase in headcount in our research and development organization.Research and development expenses increased by $19.1 million, or 11%, for the six months ended JuneÂ 30, 2024 compared to the six months ended JuneÂ 30, 2023. The increase was primarily driven by $17.2 million in increased employee-related costs due to a 24% increase in headcount in our research and development organization.General and AdministrativeThree Months EndedJune 30,ChangeSix Months EndedJune 30,Change20242023$%20242023$%(dollars in thousands)(dollars in thousands)General and administrative$69,635Â $53,147Â $16,488Â 31Â %$135,944Â $101,622Â $34,322Â 34Â %General and administrative expenses increased by $16.5 million, or 31%, for the three months ended JuneÂ 30, 2024 compared to the three months ended JuneÂ 30, 2023. The increase was primarily driven by $14.7 million in increased employee-related costs due to an 17% increase in headcount in our general and administrative organization, including an increase of $11.5 million in stock-based compensation expense.General and administrative expenses increased by $34.3 million, or 34%, for the six months ended JuneÂ 30, 2024 compared to the six months ended JuneÂ 30, 2023. The increase was primarily driven by $26.3 million in increased employee-related costs due to an 17% increase in headcount in our general and administrative organization, including an increase of $18.3 million in stock-based compensation expense, and an increase of $3.8 million in professional fees for third-party accounting, consulting, and legal services.Non-Operating Income (Expense)Interest IncomeThree Months EndedJune 30,ChangeSix Months EndedJune 30,Change20242023$%20242023$%(dollars in thousands)(dollars in thousands)Interest income$21,715Â $16,536Â $5,179Â 31Â %$42,967Â $30,023Â $12,944Â 43Â %Interest income increased by $5.2 million and $12.9 million, or 31% and 43%, respectively, for the three and six months ended JuneÂ 30, 2024 compared to the three and six months ended JuneÂ 30, 2023. The increase was primarily driven by an increase in interest rates and investment balance. Interest Expense45Table of contentsThree Months EndedJune 30,ChangeSix Months EndedJune 30,Change20242023$%20242023$%(dollars in thousands)(dollars in thousands)Interest expense$(1,218)$(1,539)$321Â (21)%$(2,318)$(3,665)$1,347Â (37)%Interest expense did not significantly fluctuate during the three and six months ended JuneÂ 30, 2024, as compared to the three and six months ended JuneÂ 30, 2023. Loss on Extinguishment of DebtThree Months EndedJune 30,ChangeSix Months EndedJune 30,Change20242023$%20242023$%(dollars in thousands)Loss on extinguishment of debt$â€”Â $(50,300)$50,300Â *$â€”Â $(50,300)$50,300Â *_____* Not meaningfulLoss on extinguishment of debt decreased by $50.3 million for the three and six months ended JuneÂ 30, 2024, compared to the three and six months ended JuneÂ 30, 2023. The decrease was driven by the loss on extinguishment of debt we recognized in connection with the 2025 Notes Repurchases. Refer to Note 7 to the condensed consolidated financial statements in Part 1, Item 1 of this Quarterly Report on Form 10-Q for further detail.Other Income (Expense), netThree Months EndedJune 30,ChangeSix Months EndedJune 30,Change20242023$%20242023$%(dollars in thousands)(dollars in thousands)Other income (expense), net$269Â $(1,527)$1,796Â *$1,393Â $(2,384)$3,777Â *_____* Not meaningfulOther income (expense), net did not significantly fluctuate for the three and six months ended JuneÂ 30,

2024, as compared to the three and six months ended JuneÂ 30, 2023.Provision for Income TaxesThree Months EndedJune 30,ChangeSix Months EndedJune 30,Change20242023$%20242023$%(dollars in thousands)(dollars in thousands)Provision for income taxes$1,146Â $1,465Â $(319)(22)%$3,415Â $2,779Â $636Â 23Â %The net change in income taxes for the three months ended JuneÂ 30, 2024 compared to the three months ended JuneÂ 30, 2023 is $0.3 million. The income tax expense of $1.1 million for the three months ended JuneÂ 30, 2024 was primarily related to withholding taxes in the United States and income tax expense from profitable foreign jurisdictions, offset by the partial release of the U.S. and U.K. valuation allowances in connection with acquisitions. The income tax expense of $1.5 million for the three months ended JuneÂ 30, 2023 was primarily related to withholding taxes in the United States and income tax expense from profitable foreign jurisdictions. 46Table of contentsThe net change in income taxes for the six months ended JuneÂ 30, 2024 compared to the six months ended JuneÂ 30, 2023 is $0.6 million. The income tax expense of $3.4 million for the six months ended JuneÂ 30, 2024 was primarily related to withholding taxes in the United States and income tax expense from profitable foreign jurisdictions, offset by the partial release of the U.S. and U.K. valuation allowances in connection with acquisitions. The income tax expense of $2.8 million for the six months ended JuneÂ 30, 2023 was primarily related to withholding taxes in the United States and income tax expense from profitable foreign jurisdictions. 47Table of contentsLiquidity and Capital ResourcesSince our inception, we have financed our operations primarily through net proceeds from the sale of our equity and debt securities, as well as payments received from customers using our global network and products, and we expect to continue to finance our operations using the same sources for the foreseeable future. In May 2020, we issued $575.0 million aggregate principal amount of the 2025 Notes in a private offering to qualified institutional buyers pursuant to Rule 144A promulgated under the Securities Act, from which we received total proceeds, net of initial purchaser discounts and commissions and debt issuance costs, of $562.5 million. In August 2021, we issued $1,293.8 million aggregate principal amount of the 2026 Notes in a private offering to qualified institutional buyers pursuant to Rule 144A promulgated under the Securities Act, from which we received total proceeds, net of initial purchaser discounts and commissions and debt issuance costs of $1,274.0 million. Concurrently with the completion of the offering of the 2026 Notes, we also entered into privately-negotiated exchange agreements with certain holders of the 2025 Notes to exchange approximately $400 million in aggregate principal amount of the 2025 Notes for an aggregate of $400.7 million in cash (including accrued interest) and approximately 7.6 million shares of our Class A common stock. In May 2023, we repurchased approximately $123.0 million in aggregate principal amount of the 2025 Notes for $172.7 million in cash (including accrued interest). Subsequently, in July 2023, we settled conversions of the remaining $35.4Â million aggregated principal amount outstanding of the 2025 Notes in a combination of $35.4 million cash and approximately 0.5Â million shares of our Class A common stock. In May 2024, the Company entered into a credit agreement with a syndicated group of lenders, which provides for a senior secured $400.0Â million revolving credit facility (the Revolving Credit Facility), with a sublimit of $30.0Â million available for the issuance of letters of credit and $30.0Â million available for swingline borrowings. The credit agreement permits the Company to increase the commitments under the Revolving Credit Facility by an aggregate principal amount of up to $150.0Â million, subject to the satisfaction of certain conditions. The proceeds of the loans under the Revolving Credit Facility may be used for working capital and general corporate purposes. As of JuneÂ 30, 2024, no loans were outstanding under the Revolving Credit Facility. Letters of credit issued under the credit agreement were not material as of JuneÂ 30, 2024. As of JuneÂ 30, 2024, we had cash and cash equivalents of $157.0 million, including $12.9 million held by our foreign subsidiaries. Our cash and cash equivalents primarily consist of cash and highly liquid money market funds. We also had available-for-sale securities of $1,600.4 million consisting of corporate bonds, U.S. treasury securities, U.S. government agency securities, and commercial paper. As of JuneÂ 30, 2024, our investment portfolio consisted of investment grade securities with an average credit rating of AA. We have generated significant operating losses from our operations as reflected in our accumulated deficit of $1,074.5 million as of JuneÂ 30, 2024. We expect to continue to incur operating losses and cash flow that may fluctuate between positive and negative for the foreseeable future due to the investments we intend to make in our business, and as a result we may require additional capital resources to execute on our strategic initiatives to grow our business.We believe that our existing cash, cash equivalents, available-for-sale securities, and available capacity under the Revolving Credit Facility will be sufficient to meet our working capital and capital expenditure needs for at least the next 12 months. For the period beyond the next 12 months, we believe we will be able to meet our working capital and capital expenditure needs from our existing cash, cash equivalents, available-for-sale-securities, available borrowings under the Revolving Credit Facility, the cash flows from our operating activities and, if necessary, proceeds from other potential equity or debt financings. Our assessments of the period of time through which our existing financial resources will be adequate to support our operations and our expected sources of capital for the future operation of our business after such period of time are forward-looking statements and involve risks and uncertainties. Our actual results could vary as a result of, and our near- and long-term future capital requirements will depend on, many factors, including our growth rate, subscription renewal activity, the timing and extent of spending to support our infrastructure and research and development efforts, the expansion of sales and marketing activities, the timing of new introductions of products or features, the continuing market adoption of our global network and products, and the impact of macroeconomic conditions to our and our customers', vendors', and partners' businesses. We may in the future enter into arrangements to acquire or invest in complementary businesses, services and technologies, including intellectual property rights, and such acquisitions and investments could increase our need for additional capital. We have based our estimates on assumptions that may prove to be wrong, and we could use our available capital resources sooner than we currently expect. Additionally, some of the factors that may influence our operations are not within our control, such as general economic conditions. We may seek, or be required to seek, additional equity or debt financing from time to time in the future. In the event that additional financing is required from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital when desired, or if we cannot expand our operations or otherwise 48Table of contentscapitalize on our business opportunities because we lack sufficient capital, our business, operating results, and financial condition would be adversely affected.As of JuneÂ 30, 2024, our material cash requirements include contractual obligations from the 2026 Notes, purchase commitments and lease obligations. Refer to Notes 6, 7, and 8 to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q for more information regarding these material cash requirements.In addition to the contractual obligations described above, as of JuneÂ 30, 2024, we had $3.0Â million recognized as total restricted cash on our condensed consolidated balance sheets mainly related to indemnity holdback consideration associated with asset acquisitions and business combinations.Cash FlowsThe following table summarizes our cash flows for the periods presented:Â Six Months Ended June 30,Â 20242023Â (in thousands)Net cash provided by operating activities$148,394Â $100,865Â Net cash provided by (used in) investing activities$(86,792)$15,675Â Net cash provided by (used in) financing activities$7,164Â $(167,365)Operating ActivitiesNet cash provided by operating activities during the six months ended JuneÂ 30, 2024 was $148.4 million, which resulted from a net loss of $50.6 million, adjusted for non-cash charges of $257.3Â million and net cash outflow of $58.3Â million from changes in operating assets and liabilities. Non-cash charges primarily consisted of $155.7 million for stock-based compensation expense, $59.8 million for depreciation and amortization expense, $37.0Â million for amortization of deferred contract acquisition costs, $23.1 million for non-cash operating lease costs, $4.8 million for provision of bad debt, and $2.0 million for amortization of convertible note issuance costs, which were partially offset by $24.0 million for net accretion of discounts. The net cash outflow from changes in operating assets and liabilities were primarily the result of a $48.1 million increase in deferred contract acquisition costs due to the addition of new customers, $25.0 million in payments related to operating lease liabilities, a $24.7 million increase in prepaid expenses and other current assets related to operating activities, a $6.7 million increase in accounts receivable, net, which increased due to lower cash collection from our customers, a $1.9 million increase in other noncurrent assets, and a $1.9 million increase in contract assets, which were partially offset by a $29.7 million increase in deferred revenue and a $16.0 million increase in accounts payable related to operating activitiesNet cash provided by operating activities during the six months ended JuneÂ 30, 2023 was $100.9 million, which resulted from a net loss of $132.5 million, adjusted for non-cash charges of $281.5Â million and net cash outflow of $48.1Â million from changes in operating assets and liabilities. Non-cash charges primarily consisted of $125.8Â million for stock-based compensation expense, $65.2 million for depreciation and amortization expense, $50.3 million for loss on extinguishment of debt, $29.0 million for amortization of deferred contract acquisition costs, $21.9 million for non-cash operating lease costs, $6.0 million for provision of bad debt, and $2.5 million for amortization of convertible note issuance costs, which were partially offset by $19.1 million for net accretion of discounts. The net cash outflow from changes in operating assets and liabilities were primarily the result of a $43.3 million increase in deferred contract acquisition costs due to the addition of new customers, a $35.4 million increase in accounts receivable, net, which increased due to our growing customer base and timing of collections from our customers, $18.1 million in payments related to operating lease liabilities, and a $14.0Â million increase in prepaid expenses and other current assets related to operating activities, which were partially offset by a $56.5 million increase in deferred revenue, a $6.6 million increase in accounts payable related to operating activities, and a $1.5 million increase in accrued expenses and other current liabilities related to operating activities.Investing Activities49Table of contentsNet cash used in investing activities during the six months ended JuneÂ 30, 2024 of $86.8 million resulted primarily from the purchases of available-for-sale securities of $790.7 million, capital expenditures of $61.7 million, cash paid for asset acquisitions and business combinations, net of cash acquired of $14.0 million, and capitalization of internal-use software development costs of $12.8 million, which were partially offset by the maturities of available-for-sale securities of $792.4 million.Net cash provided by investing activities during the six months ended JuneÂ 30, 2023 of $15.7Â million resulted primarily from the maturities of available-for-sale securities of $857.5 million and the sales of available-for-sale securities of $20.2 million, which were partially offset by the purchases of available-for-sale securities of $795.1Â million, capital expenditures of $56.3Â million, and capitalization of internal-use software development costs of $10.7Â million.Financing ActivitiesNet cash provided by financing activities of $7.2 million during the six months ended JuneÂ 30, 2024 was primarily due to $10.5 million proceeds from the issuance of Class A common stock pursuant to the 2019 Employee Stock Purchase Plan (ESPP) and $7.6 million of proceeds from the exercise of vested stock options, which were partially offset by $8.8 million of payments of tax withholding on RSU settlements and $2.1 million cash paid for issuance costs on revolving credit facility.Net cash used in financing activities of $167.4 million during the six months ended JuneÂ 30, 2023 was primarily due to $172.2 million of repayments of convertible senior notes, $9.2 million of payments of indemnity holdback, and $3.4 million of payments of tax withholding on RSU settlements, which were partially offset by $10.5 million of proceeds from the issuance of Class A common stock under the ESPP, and $7.1 million of proceeds from the exercise of vested stock options.Off-Balance Sheet ArrangementsAs of JuneÂ 30, 2024, we did not have any relationships with unconsolidated organizations or financial partnerships, such as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.Critical Accounting EstimatesOur condensed consolidated financial statements are prepared in accordance with U.S. GAAP. The preparation of these condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosures. Such estimates include, but are not limited to, allowance for doubtful accounts, deferred contract acquisitions costs, the period of benefit generated from the deferred contract acquisition costs, the capitalization and estimated useful life of internal-use software, valuation of acquired intangible assets, the assessment of recoverability of intangible assets and their estimated useful lives, useful lives of property and equipment, the determination of the incremental borrowing rate used for operating lease liabilities, the valuation and recognition of stock-based compensation awards, uncertain tax positions, and the recognition and measurement of current and deferred income tax assets and liabilities. None of these estimates are critical accounting estimates for the preparation of our consolidated financial statements. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances, and we evaluate our estimates and assumptions on an ongoing basis. Due in part to the Hamas-Israel and Russia-Ukraine conflicts, and the potential worsening and expansion of such conflicts, and other geopolitical and macroeconomic conditions, there is ongoing uncertainty and significant disruption in the global economy and financial markets. We are not aware of any specific event or circumstance that would require an update to our estimates or assumptions or a revision of the carrying value of assets or liabilities as of AugustÂ 1, 2024, the date of issuance of this Quarterly Report on Form 10-Q. These estimates and assumptions may change in the future, however, as new events occur and additional information is obtained. Our actual results could differ from these estimates.Our significant accounting policies are discussed in Note 2 to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023. There have been no significant changes to these policies for the six months ended JuneÂ 30, 2024, except as noted below.Change in Accounting Estimate50Table of contentsIn January 2024, we completed an assessment of the useful lives of our servers-network infrastructure, resulting in a change in the estimated useful lives of our servers-network infrastructure from four years to five years. This change in accounting estimate was effective beginning fiscal year 2024. Based on the carrying value of assets in service as of DecemberÂ 31, 2023, the change resulted in a reduction of depreciation expense of $11.9 million for the six months ended JuneÂ 30, 2024, recorded primarily in cost of revenue. We expect this change in accounting estimate to result in a reduction of depreciation expense of approximately $20 million for the full fiscal year 2024 for assets in service as of DecemberÂ 31, 2023.Recently Issued Accounting PronouncementsIn November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires an enhanced disclosure of significant segment expenses on an annual and interim basis. The ASU is effective for annual periods beginning after December 15, 2023, and for interim periods beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact of the new standard. In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires an entity, on an annual basis, to disclose additional income tax information, primarily related to the rate reconciliation and income taxes paid. The amendment in the ASU is intended to enhance the transparency and decision usefulness of income tax disclosures. The ASU is effective for annual periods beginning after December 15, 2024. We are currently evaluating the impact of the new standard.Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKWe have operations in the United States and internationally, and we are exposed to market risk in the ordinary course of our business.Interest Rate RiskIn August 2021, we issued $1,293.8 million in aggregate principal amount of the 2026 Notes. The 2026 Notes do not have regularly scheduled interest payments; therefore, we do not have economic interest rate exposure on the 2026 Notes. We carry the 2026 Notes at face value less the unamortized issuance costs on our condensed consolidated balance sheets. Generally, the fair market value of the 2026 Notes will increase as interest rates decline and decrease as interest rates rise. In addition, the fair market value of the 2026 Notes fluctuates when the market price of our Class A common stock fluctuates.We are exposed to the impact of changes in interest rates in connection with borrowings under the Revolving Credit Facility. Borrowings under the Revolving Credit Facility will bear interest, at the Company's option, at either the alternate base rate or an adjusted term SOFR rate (each as determined from time to time in accordance with the credit agreement), plus a margin of between 1.75% and 2.50%. Consequently, our interest expense would fluctuate if we were to borrow any amounts under the Revolving Credit Facility as a result of the floating interest rates applicable to such borrowings and potential changes in the applicable margin resulting from changes to our total net leverage ratio. As of JuneÂ 30, 2024, no loans were outstanding under the Revolving Credit Facility. Letters of credit issued under the credit agreement were not material as of JuneÂ 30, 2024.As of JuneÂ 30, 2024, we had cash and cash equivalents of $157.0 million and available-for-sale securities of $1,600.4 million. The carrying amount of our cash equivalents approximates fair value, due to the short maturities of these instruments. The primary objectives of our investment activities are the preservation of capital, the fulfillment of liquidity needs, and the fiduciary control of cash and investments. Our available-for-sale securities are held for capital preservation purposes. We do not enter into investments for trading or speculative purposes.Our cash equivalents and our investment portfolio are subject to market risk due to fluctuations in interest rates. Our future investment income may fall short of our expectations due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that decline in market value due to changes in interest rates. However, because we classify our securities as â€œavailable-for-sale,â€ no gains or losses are recognized due to changes in 51Table of contentsinterest rates unless such securities are sold prior to maturity or declines in fair value are determined to be other-than-temporary.A sensitivity analysis performed on our investment portfolio indicated that a hypothetical 1% increase or decrease in interest rates would have resulted in a decrease of $11.3 million or an increase of $11.3 million in the market value of our investments in available-for-sale securities as of JuneÂ 30, 2024.Foreign Currency RiskThe functional currency of our foreign subsidiaries is the U.S. dollar and our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates relative to the U.S. dollar. The majority of our revenue is denominated in U.S. dollars. Our expenses are generally denominated in the currencies of the countries in which our operations are located and are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the British Pound, Euro, and Singapore Dollar. As exchange rates may fluctuate significantly between periods, revenue and operating expenses, when converted into U.S. dollars, may also experience significant fluctuations between periods. During the six months ended JuneÂ 30, 2024 and 2023, a hypothetical 10% strengthening or weakening of the U.S. dollar applicable to our business would not have had a material impact on our condensed

consolidated financial statements.We have a cash flow hedging program in place and enter into derivative transactions to manage certain foreign currency exchange risks that arise in our ordinary business operations. We do not enter into foreign currency exchange contracts for speculative or trading purposes. All contracts have a maturity of 12 months or less. These derivatives are designated as cash flow hedges under accounting guidance for derivatives and hedging.We enter into master netting agreements with select financial institutions to reduce our credit risk, and we trade with several counterparties to reduce our concentration risk with any single counterparty. We do not have significant exposure to counterparty credit risk at this time. We do not require nor are we required to post collateral of any kind related to our foreign currency derivatives.Inflation RiskWe do not believe that inflation has had a material effect on our business, results of operations, or financial condition. Nonetheless, if our costs in connection with the operation of our business 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, financial condition and results of operations.Item 4. CONTROLS AND PROCEDURESEvaluation of Disclosure Controls and ProceduresOur disclosure controls and procedures are designed to ensure that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934, as amended (the Exchange Act) is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.Our management, with the participation and supervision of our Chief Executive Officer and our Chief Financial Officer, have 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 on Form 10-Q. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of such date, our disclosure controls and procedures were, in design and operation, effective at a reasonable assurance level.Changes in Internal Controls Over Financial ReportingThere were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the period covered by this 52Table of contentsQuarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.Inherent Limitations on the Effectiveness of ControlsThe effectiveness of any system of internal control over financial reporting, including ours, is subject to inherent limitations, including the exercise of judgment in designing, implementing, operating, and evaluating the controls and procedures, and the inability to eliminate misconduct completely. Accordingly, in designing and evaluating the disclosure controls and procedures, management recognizes that any system of internal control over financial reporting, including ours, no matter how well designed and operated, can only provide reasonable, not absolute assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs. Moreover, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. We intend to continue to monitor and upgrade our internal controls as necessary or appropriate for our business but cannot assure you that such improvements will be sufficient to provide us with effective internal control over financial reporting.53Table of contentsPART II - OTHER INFORMATIONItem 1. LEGAL PROCEEDINGSFrom time to time we are subject to legal proceedings and claims arising in the ordinary course of business. We are not presently a party to any legal proceeding that we believe is likely to have a material impact on our business, results of operations, or financial condition.Future litigation may be necessary, among other things, to defend ourselves or our customers by determining the scope, enforceability, and validity of third-party proprietary rights or to establish our proprietary rights. The results of any litigation cannot be predicted with certainty, particularly in the areas of unsettled and evolving law in which we operate, and an unfavorable resolution in any legal proceedings could materially affect our future business, results of operations, or financial condition. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, and other factors. For additional information, see "Risk Factors - Activities of our paying and free customers or the content of their websites and other Internet properties may violate applicable laws and/or our terms of service and could subject us to lawsuits, regulatory enforcement actions, and/or liability in various jurisdictions" and "We are currently, and may be in the future, party to intellectual property rights claims and other litigation matters that, if resolved adversely, could have a material impact on our business, results of operations, or financial condition" and Note 8 to the condensed consolidated financial statements included in this Quarterly Report on Form 10-Q.Item 1A. RISK FACTORSOur business involves significant risks, some of which are described below. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Quarterly Report on Form 10-Q, including the section titled â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ and our condensed consolidated financial statements and related notes. Any of the following risks could have an adverse effect on our business, results of operations, financial condition, or prospects, and could cause the trading price of our Class A common stock to decline. Our business, results of operations, financial condition, or prospects could also be harmed by risks and uncertainties that are not presently known to us or that we currently believe are not material. In that event, the market price of our Class A common stock could decline, and you could lose part or all of your investment. Our Risk Factors are not guarantees that no such conditions exist as of the date of this report and should not be interpreted as an affirmative statement that such risks or conditions have not materialized, in whole or in part.Risks Related to Our Business and Our IndustryWe have a history of net losses and may not be able to achieve or sustain profitability in the future.We have incurred net losses in all periods since we began operations and we may not achieve or maintain profitability in the future. We experienced net losses of $15.1 million and $94.5 million for the three months ended JuneÂ 30, 2024 and 2023, respectively, and $50.6 million and $132.5 million for the six months ended JuneÂ 30, 2024 and 2023, respectively, and as of JuneÂ 30, 2024, we had an accumulated deficit of $1,074.5 million. Because the markets for our products are rapidly evolving, it is difficult for us to predict our future results of operations. We expect our operating expenses to increase over the next several years as we continue to hire additional personnel, expand our operations and infrastructure both domestically and internationally, and continue to develop our products. If we fail to increase our revenue to offset the increases in our operating expenses, we may not achieve or sustain profitability in the future.We have experienced rapid revenue growth, which may not be indicative of our future performance.We have experienced rapid revenue growth in recent periods, with revenue of $401.0 million and $308.5 million for the three months ended JuneÂ 30, 2024 and 2023, respectively, and $779.6 million and $598.7 million for the six months ended JuneÂ 30, 2024 and 2023, respectively. However, our rate of revenue growth has slowed in recent periods and may continue to slow in future periods. You should not consider our recent growth in revenue as indicative of our future performance. In particular, our revenue growth rates may continue to slow or decline in the 54Table of contentsfuture and may not be sufficient to achieve and sustain profitability, as we also expect our costs to increase in future periods. We believe that historical comparisons of our revenue may not be meaningful and should not be relied upon as an indication of future performance. Accordingly, you should not rely on our revenue and other growth for any prior quarter or year as an indication of our future revenue or revenue growth.Our historical rapid growth and fluctuations in our growth rate more recently may also make it difficult to evaluate our future prospects. Our ability to forecast our future results of operations is subject to a number of uncertainties, including our ability to effectively plan for and model future growth. If we fail to achieve the necessary level of efficiency in our organization as it grows, or if we are not able to accurately forecast future growth, our business, results of operations, and financial condition could be harmed.Adverse economic conditions, including reduced spending on products and solutions for network security, performance, and reliability, may adversely impact our revenue and profitability.Our operations and financial performance depend in part on worldwide economic conditions and the impact these conditions have on levels of spending on products and solutions for network security, performance, and reliability. Our business depends on the overall demand for these products and on the economic health and general willingness of our current and prospective customers to purchase our products.The United States, Europe, and the United Kingdom have recently experienced historically high levels of inflation. Although inflation levels have begun to decrease from such high levels in the United States, the United Kingdom, and Eurozone, the U.S. Federal Reserve, the European Central Bank, and the Bank of England have raised, and may continue to raise or maintain, high interest rates and may implement fiscal policy interventions. Even if these interventions lower inflation, they may also reduce economic growth rates, create a recession, and result in other similar or unexpected effects. For example, the decrease in values of government-issued securities resulting from higher interest rates may have played a significant role in the failures of Silicon Valley Bank and Signature Bank during the first quarter of 2023, the circumstances resulting in the UBS takeover of Credit Suisse during the second quarter of 2023, and generalized uncertainty confronting a number of other financial institutions. Downturns in economic conditions â€” including inflation, rising interest rates, reductions in business confidence and activity, the curtailment of government or corporate spending, volatile financial markets, the actual or perceived failure or financial difficulties of additional financial institutions, ongoing supply chain disruptions, and reduced demand for products and services across a variety of industries â€” have in the past and may in the future affect our business and our current and prospective customers and their industries adversely. For example, during an economic downturn, our current and prospective customers may suffer from reduced operating budgets. Some of our paying customers may view a subscription to our products as a discretionary purchase and may reduce their discretionary spending on our products or reduce or cut their budget to otherwise expand their subscriptions to our products. Moreover, our competitors may respond to market conditions by lowering prices and attempting to lure away our customers.Further, the sales cycle for new customers of our technology and services could lengthen in the future as a result of challenging macroeconomic conditions, resulting in a potentially longer delay between increasing operating expenses and the generation of corresponding revenue, if any. For example, potentially as a result of these various macroeconomic impacts on our customers, we periodically have experienced lengthening of the average sales cycles for certain types of customers and sales, slowdowns in our pipeline of potential new customers and in the rate of converting sales pipeline opportunities into new sales, increases in average days sales outstanding, higher levels of churn in our paying customer base (which is when any of our paying customers cease to be a paying customer for any reason, including any pay-as-you-go customer converting to a free subscription plan), and lengthening of the timing of payment from some of our customers, all of which may have contributed to a slowdown in our revenue growth over that period (including with respect to new customers). We may also experience increases in new and existing customers requesting concessions in terms of payment amounts and/or timing and earlier or additional termination rights in the future as the challenging macroeconomic conditions continue or worsen.We continue to monitor economic conditions to assess possible implications to our business and to take appropriate actions in an effort to mitigate the adverse consequences of uncertainty or negative trends. However, there can be no assurances that initiatives we undertake will be sufficient or successful. If there is an economic downturn that 55Table of contentsaffects our current and prospective customers, or if we are unable to address and mitigate the risks associated with any of the foregoing, our business, results of operations and financial condition could be adversely affected.The Hamas-Israel and Russia-Ukraine conflicts and other areas of geopolitical tension around the world or any worsening or expansion of those conflicts or tensions, other geopolitical events such as elections and other governmental changes, and any related challenging macroeconomic conditions globally and in various countries in which we and our customers operate may materially adversely affect our customers, vendors, and partners, and the duration and extent to which these factors may impact our future business and operations, results of operations, financial condition, and cash flows remain uncertain.The Hamas-Israel and Russia-Ukraine conflicts and other areas of geopolitical tension around the world or any worsening or expansion of those conflicts or geopolitical tensions, other geopolitical events such as elections and other governmental changes, and any related challenging macroeconomic conditions globally and in various countries in which we and our customers operate, could decrease the spending of our existing and potential new customers, adversely affect demand for our products, cause one or more of our customers, vendors, and partners to file for bankruptcy protection or go out of business, cause one or more of our customers to fail to renew, terminate, or seek to renegotiate their contracts with us, affect the ability of our sales team to travel to potential customers, impact expected spending from existing and potential new customers, and negatively impact collections of accounts receivable, all of which could adversely affect our business, results of operations, and financial condition. Any of the negative impacts of the Hamas-Israel and Russia-Ukraine conflicts and other areas of geopolitical tension around the world or any worsening or expansion of those conflicts or geopolitical tensions, other geopolitical events such as elections and other governmental changes, and any related challenging macroeconomic conditions globally and in various countries in which we and our customers operate, may have a material adverse effect on our business and operations, results of operations, financial condition, and cash flows. Any of these negative impacts, alone or in combination with others, also could exacerbate many of the other risk factors discussed in this Part II, Item 1A â€œRisk Factorsâ€ of this Quarterly Report on Form 10-Q, including volatility in the trading prices of our Class A common stock. The full extent to which these factors will negatively affect our business and operations, results of operations, financial condition, and cash flows will depend on future developments that are highly uncertain and cannot be predicted, including the scope, severity, and duration of the Hamas-Israel and Russia-Ukraine conflicts, other areas of geopolitical tension around the world, and any economic downturns and the actions taken by governmental authorities and other third parties in response.If we are unable to attract new paying and free customers, our future results of operations could be harmed.The success of our business principally depends on our ability to attract new paying and free customers. To do so, we must persuade decision makers at potential customers that our products offer significant advantages over those of our competitors. Other factors, many of which are out of our control, may now or in the future impact our ability to add new paying and free customers, including:â€¢potential customersâ€™ commitments to existing equipment or vendors;â€¢potential customersâ€™ greater familiarity and/or comfort with on-premises, appliance-based products and concerns about potential risks associated with using cloud-based solutions;â€¢actual or perceived switching costs;â€¢our failure to develop new products and features, and to adapt to technological developments, that our potential customers' demand, including potential large customers;â€¢the failure of our new or existing products and features to perform in the manner demanded or expected by potential customers and our existing customers, particularly large customers;â€¢delays in the general availability release of products and features after we have announced their development or beta availability;â€¢our failure to generate demand for our products through effective marketing efforts related to our business and products; 56Table of contentsâ€¢our failure to obtain additional, or maintain existing, government or industry security certifications for our network and products, such as the Federal Risk and Authorization Management Program (FedRAMP) moderate authorization that we achieved in 2022;â€¢negative media, industry, or financial analyst commentary regarding our products and our network and the identities and activities of some of our paying and free customers;â€¢the adoption of new, or amendment of existing, laws, rules, or regulations that negatively impact the utility of, or increase the risk of using, cloud-based solutions generally or our network and products specifically, including changes in new or modified laws and regulations relating to privacy, data protection, and information security;â€¢our failure to effectively recruit, expand, develop, retain, and motivate our sales and marketing personnel;â€¢our failure to develop or expand relationships with existing channel partners or to attract new channel partners;â€¢our failure to help or provide support to our customers, particularly large customers, in order to successfully deploy and use our products in a manner required by them, their industry, or applicable regulators;â€¢our failure to educate our customers about our network and products;â€¢the perceived risk, commencement, or outcome of litigation;â€¢deteriorating general economic conditions, including inflation, rising interest rates, and the actual or perceived failure or financial difficulties of financial institutions; andâ€¢impacts of the Hamas-Israel and Russia-Ukraine conflicts and other areas of geopolitical tension around the world or any worsening or expansion of those conflicts or geopolitical tensions and impacts of geopolitical events such as elections and other governmental changes.We believe that the importance of brand recognition for attracting new customers will increase as we introduce new products and continue to expand into new markets. However, the promotion of our brand may require substantial expenditures. We have invested, and expect to continue to invest, substantial resources to increase our brand awareness, both generally and in specific geographies and to specific customer groups. There can be no assurance that our brand development strategies and investment of resources will enhance recognition of our brand or lead to an increased customer base. If our efforts to attract new paying customers are not successful, our revenue and rate of revenue growth may decline, we may not achieve profitability, and our future results of operations could be materially harmed. If our efforts to attract new free customers are not successful, the benefits to our network and product development cycles from our strategy of providing a free subscription plan will be diminished.Our business depends on our ability to retain and upgrade paying customers, expand the number of products we sell to paying customers, and, to a lesser extent, convert free customers to paying customers, and any decline in renewals, upgrades, expansions, or conversions could adversely affect our future results of operations.Our business is subscription-based and it is important for our business and financial results that our paying customers renew their subscriptions for our products when existing contract terms expire. Our pay-as-you-go customers pay with a credit card on a monthly or annual basis and can terminate their subscriptions, or switch to less expensive subscription plans, at will with little advance notice. Because pay-as-you-go customers that subscribe to our basic subscription plans are an important source of revenue, this ease of termination could cause our results of operations to fluctuate significantly from quarter to quarter. Our

contracted customers, which consist of customers that sign up for our Enterprise plan, enter into longer term agreements typically ranging from one to three years, and they generally have no obligation to renew their subscriptions for our products after the expiration of their contractual period and are allowed to cancel their subscriptions in the case of our uncured material breach of the agreement. Some contracted customers also have agreements that allow them to terminate the agreement without cause upon little or no advance written notice, or upon our failure to meet certain service level commitments, or to obtain and maintain industry security certifications within a specified time frame. Should certain of our contracted customers, especially our large customers, terminate their agreements, or reduce their expenditures, with us, our financial condition and results of operations may materially suffer. In addition, as we continue to increase our number of large customers, and the amount of revenue we receive from large customers, this risk may increase.57Table of contentsDue to our varied customer base and short average subscription periods, it is difficult to accurately predict our long-term customer retention rate. Our customer retention may decline or fluctuate as a result of a number of factors, including our customersâ€™ satisfaction with the security, performance, and reliability of our products and our global network, our development and general availability release of new products and features and adaptation to technological developments, our prices and subscription plans, our ability to provide adequate customer support or otherwise address customer concerns with our products, our customersâ€™ budgetary restrictions (including reductions in spending as a result of uncertain economic conditions or overall industry uncertainty), mergers, acquisitions, joint ventures, and business partnerships and relationships involving our customers, failure or bankruptcy of our customers, the perception that competitive products provide better or less expensive options, negative public perception of us or our free and paying customers, concerns about new or amended laws, rules, or regulations that increase the risk of using cloud-based solutions or our network and products specifically, and deteriorating general economic conditions.Our future financial performance also depends in part on our ability to continue to upgrade paying customers to higher-tier subscriptions, expand the number of products we sell to paying customers, and, to a lesser extent, to convert free customers into paying customers. Conversely, our paying customers may convert to lower-cost or free plans or reduce the number of products they purchase from us if they do not see the marginal value in paying for our higher-cost plans or for our specific products, or due to challenging macroeconomic conditions and/or reduced operating budgets, thereby impacting our ability to increase revenue. For example, we periodically have experienced a higher level of churn in our paying customer base (which is when any of our paying customers cease to be a paying customer for any reason, including any pay-as-you-go customer converting to a free subscription plan). Moreover, our free customers have no obligation to transition to paying customers at any point. In order to expand our commercial relationship with our customers, existing paying and free customers must decide that the incremental cost associated with such an upgrade in their subscription plans, the purchase of additional, or the expanded use of their currently used, products is justified by the additional functionality they would gain. For example, some of our paying customers may decide that our Enterprise plan offerings do not provide sufficient incremental value to upgrade from our pay-as-you-go offering or to continue any such previously chosen upgrade. Our customersâ€™ decisions whether to upgrade their subscription, purchase additional, or expand current usage, of our products or to continue any such previously chosen upgrade or purchased products are driven by a number of factors, including customer satisfaction with the security, performance, and reliability of our network and products, customer security and networking issues and requirements, general economic conditions, and customer reaction to the price for additional products. If our efforts to expand our relationship with our existing paying and free customers are not successful, our financial condition and results of operations may materially suffer.If we are unable to effectively attract, expand, and retain sales to large customers, or we fail to mitigate the additional risks associated with serving large customers, our business, results of operation, and financial condition may suffer.Our growth strategy is dependent, in large part, upon attracting, expanding, and retaining sales to large customers. For our definition of â€œlarge customers,â€ see Part I, Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations. Attracting, expanding, and retaining sales to large customers involve risks that may not be present, or that are present to a lesser extent, with sales to smaller customers, including:â€¢competition from companies that traditionally target larger enterprises and that may have pre-existing relationships or purchase commitments from such larger enterprise customers, including companies that seek to bundle sales of their new or existing products that are competitive to our products, or that may have more experienced sales personnel or greater budgetary resources available or committed to such larger enterprise customers;â€¢longer evaluation periods, more detailed evaluations, and more cumbersome contract negotiation and approval processes, including potential requirements for such purchasing decisions to be approved by senior executives of such companies;â€¢increased purchasing power and leverage in negotiating pricing terms and other contractual arrangements with us;â€¢requirements for more technically complex configurations, integrations, deployments, or features;â€¢greater customer support or assistance with migrating their systems from another vendor to our network and products;58Table of contentsâ€¢more stringent requirements in terms of the security, performance, and reliability of our products and our network and our support and compliance obligations related to our products;â€¢increased usage of our global network that may require us to incur greater network infrastructure expenditures; andâ€¢longer sales cycles and the associated risk that substantial time and resources may be spent on a potential customer that elects not to purchase, expand, or continue to purchase our products.Historically, the implementation period to start using, or expanding the use of, our products has been short, with most customers under our pay-as-you-go plans implementing usage of our products within a matter of minutes and our sales cycle for customers under our Enterprise plan lasted less than one quarter. Since the first half of 2022, however, we have experienced periodic lengthening of our average sales cycle for our new and existing large customers, and the lengthening of our sales cycle to our large customers could continue in the future to the extent that macroeconomic conditions further deteriorate. In addition, as our sales force continues to target an increasing number of large customers for new and expanded product sales, these larger enterprises often undertake a more significant evaluation and negotiation processes than we have experienced in the past, which could further lengthen our sales cycle materially.In addition, our sales efforts typically involve educating our prospective large customers about the uses, benefits, and value proposition of our network and products. Our sales force develops relationships directly with our customers and our channel partners through account penetration, account coordination, sales, and overall market development. Potential large customers often view the subscription to our products, including any expansion of those subscriptions, as a significant strategic decision and, as a result, in some cases require considerable time to evaluate, test, and qualify our network and products prior to entering into or expanding a relationship with us. As a result, we spend substantial time and resources on our sales efforts without any assurance that our efforts will produce a sale. Subscriptions to our products, including expanded subscriptions, often are subject to budget constraints, multiple approvals, and unanticipated administrative, processing, and other delays. In addition, some of our subscription agreements with our large customers may have more customer favorable early termination rights, less favorable limitations on liability, indemnification and other legal provisions for us, greater usage-based pricing than is the case with our customary subscription-based agreements with our contracted customers and our pay-as-you-go customers, or generate lower margins than other contracted customers. For example, subscription agreements with certain of our largest customers are structured on a "pool of funds" model in which the customer commits to spend at least a specified amount on our products during the subscription period. These "pool of funds" arrangements do not require the customer to subscribe for specific products or spend any specific amounts during any month, quarter or, if applicable, year of the subscription period, but the funds must be utilized during the subscription period as they are non-refundable and non-reimbursable. As a result of the foregoing, it is difficult to predict whether or when a sale to a prospective large customer will be completed, how much incremental revenue or gross profit will result from such sales over the duration of the agreement, and when revenue from a subscription will be recognized or will cease. Further, our ability to improve our sales of products to large customers is dependent on us continuing to attract and retain sales personnel with experience in selling to larger enterprises. Also, because security breaches or a network outage with respect to larger, high-profile enterprises are likely to be heavily publicized, there is increased liability and reputational risks associated with serving these customers if we experience a security breach or network outage. We also believe that large customers may be more likely than our smaller customers to terminate or reduce their usage of our products in such circumstances.Once we begin selling to a large customer or expand our sales to a large customer, if we fail to retain the large customer or to retain the same amount of sales to the large customer, then the adverse impact on our result of operations and financial conditions could be significant during any specific quarter and could also result in potentially greater and unexpected variability in our results of operations and financial condition from quarter to quarter.Activities of our paying and free customers or the content of their websites or other Internet properties, as well as our response to those activities, could cause us to experience significant adverse political, business, and reputational consequences with customers, employees, suppliers, government entities, and others.59Table of contentsActivities of our paying and free customers or the content of their websites and other Internet properties could cause us to experience significant adverse political, business, and reputational consequences with customers, employees, suppliers, government entities, and other third parties. Even if we comply with legal obligations to remove or disable customer content, we may maintain relationships with customers that others find hostile, offensive, or inappropriate. For example, we experienced significant negative publicity in connection with the use of our network by The Daily Stormer, a neo-Nazi, white supremacist website, around the time of the 2017 protests in Charlottesville, Virginia. We also received negative publicity in connection with the use of our network by 8chan, a forum website that served as inspiration for the 2019 attacks in El Paso, Texas and Christchurch, New Zealand. In 2022, we received negative publicity in connection with the use of our network by Kiwi Farms, a forum website tied to harassment campaigns and direct threats toward individuals. We are aware of some potential customers that have indicated their decision to not subscribe to our products was impacted, at least in part, by the actions or potential actions of certain of our paying and free customers. We may also experience other adverse political, business and reputational consequences with prospective and current customers, employees, suppliers, and others related to the activities of our paying and free customers, especially if such hostile, offensive, or inappropriate use is highly publicized.Conversely, actions we take in response to the activities of our paying and free customers, up to and including banning them from using our products, may harm our brand and reputation. Following the events in Charlottesville, Virginia, we terminated the account of The Daily Stormer. Similarly, following the events in El Paso, Texas, we terminated the account of 8chan, and following escalating, direct threats towards individuals in September 2022, we blocked access to Kiwi Farms content through our infrastructure. We received significant adverse feedback for these decisions from those concerned about our ability to pass judgment on our customers and the users of our network and products, or to censor them by limiting their access to our products, and we are aware of potential customers who decided not to subscribe to our products because of this.Although offering a free plan for certain of our products is an important part of our business strategy, we may not be able to realize all of the expected benefits of this strategy and the costs and other detriments associated with our free plan could outweigh the benefits we receive from our free customers.We have historically offered a free plan for certain of our products. We believe that this strategy is valuable to us and it is an important part of our overall business strategy. However, to the extent that we do not achieve the expected benefits of this strategy, our business may be adversely affected by the costs and detriments of making certain of our products available on a free basis. While we do not receive any revenue from our free customers, we bear incremental expenses and other liabilities and contingent liabilities, including litigation, as a result of our free customersâ€™ continuing free use of our network and certain of our products. Adverse political, business, and reputational consequences associated with Internet properties we serve that are perceived as hostile, offensive, or inappropriate may also be disproportionately common among our free customers. The vast majority of our customers do not pay for our products. In addition, a substantial majority of our free customers historically have not converted to paying customers and we expect this will continue in the future.We face intense and increasing competition, which could adversely affect our business, financial condition, and results of operations.The markets for our network and products are intensely competitive and characterized by rapid changes in technology, customer requirements, industry standards, and frequent introductions of new, and improvements of, existing products. Our broad portfolio of products exposes us to competition from a large number of competitors in a number of different markets, including companies and their product and services offerings in, among others, virtual private networks, internal and external firewalls, web security (including web application firewalls and content filtering), distributed denial-of-service (DDoS) prevention, intrusion detection and prevention, application delivery controls, content delivery networks, domain name systems, email security vendors, advanced threat prevention, and wide area network (WAN) technology.Our competitors provide both on-premises, appliance-based solutions, and cloud-based services that have functionality similar to our network and products. We expect competition to increase as other established and emerging companies and start-ups enter the markets for products and solutions for security, performance, and reliability, in particular with respect to cloud-based solutions, as customer requirements evolve and as new products, services, and technologies, including those that leverage artificial intelligence and machine learning, are introduced. If we are unable to anticipate or effectively react to these competitive challenges, our competitive position could 60Table of contentsweaken, and we could experience a decline in revenue or our growth rate that could materially and adversely affect our business and results of operations.Our potential competitors include large companies with substantial infrastructure, such as global telecommunications services provider partners and public cloud providers. These companies could choose to enter the markets for products and solutions for security, performance, and reliability, including by acquiring existing companies, developing their own internal solutions, or establishing cooperative relationships with businesses that may allow them to offer more comprehensive solutions or to offer solutions for lower prices or to adapt more quickly than us to new technologies and customer needs. As our business continues to grow and we increase our market share for various products and services, these larger companies may increase their focus on us as a competitor and the actions they undertake to compete with our business and products. Additionally, if an increasing portion of web content is housed on another companyâ€™s network or portions of the Internet are otherwise privatized, it could reduce the demand for our products and increase competitive pressure on us. These competitive pressures in our markets or our failure to compete effectively may result in price reductions, fewer subscriptions, reduced revenue and gross margin, increased net losses, and loss of market share.Our current competitors include a number of different types of companies, including:â€¢on-premises network hardware vendors;â€¢point solution vendors, which provide cloud-based products and services to address a single use case or challenge, in various categories including cloud security vendors, content delivery network (CDN) vendors, domain name system (DNS) services vendors, email security vendors, and cloud SD-WAN vendors; andâ€¢traditional public cloud vendors.Many of our existing and potential competitors have or could have substantial competitive advantages including, among others:â€¢greater name recognition;â€¢longer operating histories;â€¢larger customer bases;â€¢larger sales and marketing budgets and capital resources;â€¢broader distribution and established relationships with channel partners and customers;â€¢greater customer support resources;â€¢greater resources to make acquisitions and enter into strategic partnerships;â€¢lower labor and research and development costs;â€¢more mature products and services developed for large customers;â€¢larger and more mature intellectual property rights portfolios;â€¢control of significant technologies, standards, or networks, including operating systems, with which our products must interoperate;â€¢higher or more difficult to obtain security certifications than we possess; andâ€¢substantially greater financial, technical, and other resources.In addition, some of our larger competitors have substantially broader and more diverse product and services offerings, which may allow them to leverage existing commercial relationships, incorporate functionality into existing products, sell products and services with which we compete at zero or negative margins, offer fee waivers and reductions or other economic and non-economic concessions, bundle products and solutions, maintain closed technology platforms, or render our products unable to interoperate with such platforms. If they were to engage in predatory competitive practices, it could harm our existing product offerings or prevent us from creating viable products in other segments of the markets in which we participate. If our competitors are able to exploit their advantages or are able to persuade our customers or potential customers that their products are superior to ours, we may not be able to compete effectively and our business, financial condition, and results of operations may be materially affected.61Table of contentsIf we do not effectively attract, train, and retain our sales force to be able to sell our existing and new products and product features, we may be unable to add new contracted customers, or increase sales to our existing customers and our business would be adversely affected.A substantial majority of our revenue in the six months ended JuneÂ 30, 2024 was from contracted customers that were acquired through our inside and field sales teams, and we expect our sales teams to continue generating the majority of our revenue for the foreseeable future. As a result, our financial condition and results of operations are dependent to a significant degree on our ability to effectively attract, train, and retain qualified sales personnel, including senior sales leaders, and the ability of our dedicated sales personnel to acquire new contracted customers and expand our relationships with our existing contracted customers. Our sales representatives typically engage in direct interaction with our prospective contracted customers. Increasing our customer base and achieving broader market acceptance of our network and products will depend, to a significant extent, on our ability to expand and further invest in our sales and marketing operations and activities. There is significant competition for sales personnel with the advanced sales skills and technical knowledge we need. We believe that selling subscriptions to our products requires particularly talented sales personnel that understand a very wide array of highly technical topics, including significant portions of global networking, Internet, enterprise and identity security, and application development for both on-premises and cloud requirements. In addition, as we continue to develop and sell newer

types of products and product features, such as our Cloudflare One suite of solutions and our developer suite of products, we will need our sales personnel to be proficient in selling both these newer products and features and our overall broader suite of products to our existing and potential customers. Changes in the senior leadership of our sales team, such as the departure of our former President of Revenue and the hiring of our new President of Revenue in February 2024, also could negatively impact our ability to retain current members of our sales team. If we are unable to effectively attract, train, and retain qualified sales personnel, particularly as our lines of products and product features expand, our business, results of operations, and financial condition will be adversely impacted.Our ability to achieve significant growth in revenue in the future also will depend, in large part, on our success in recruiting, training, and retaining sufficient numbers of these talented sales personnel in both the United States and international markets. In addition, our ability to effectively recruit and retain qualified sales personnel outside the United States is reduced if we do not have a local subsidiary and office in that country or, if we do have such a subsidiary and office, we will experience increased costs in operating in that country.Furthermore, hiring sales personnel in new countries, or expanding our existing presence in the countries in which we currently operate, requires upfront and ongoing expenditures that we may not recover if the sales personnel fail to achieve full productivity or that may be recovered on a more delayed basis than expected.As we continue to focus on revenue growth, we are seeking to increase our rate of hiring sales personnel and any delays in making these incremental sales hires could have an adverse impact on our ability to increase revenue, particularly with respect to our sales to contracted customers. In addition, if we fail to effectively train and integrate new hires, it could negatively impact the existing sales and marketing personnel and their productivity, relationships with our customers, our ability to generate a pipeline of new customers, and our ability to increase revenue.New sales hires require significant training and may take significant time before they achieve full productivity. As a result, our new sales hires and planned sales hires may not become as productive as we would like or as quickly as we expect, and we may be unable to hire or retain sufficient numbers of qualified individuals. In addition, due to our rapid growth, a large percentage of our sales team is new to our company and inexperienced in selling subscriptions to our products, and therefore these personnel may be less effective than our more seasoned employees. For example, since late 2022, we periodically have experienced a reduction in average productivity among our sales personnel, which we believe was due in part to new sales hires not becoming as productive as we expected and exacerbated by worsening or uncertain macroeconomic conditions. While we continue to address productivity and focus on hiring, training, and retaining successful sales personnel, these efforts may take longer than anticipated, which may negatively impact our ability to achieve our targeted revenue growth.In addition, experienced sales personnel are particularly sought after in our industry and we believe our company's recent growth and increased profile may result in increased efforts by other companies to hire our sales personnel. As a result, we may have to expend significant resources to retain our most productive sales employees. Even with considerable effort, we may be unsuccessful at retaining our experienced sales employees, which would adversely impact our business, results of operations, and financial condition.62Table of contentsWe cannot predict whether, or when or to what extent, our sales will increase as we expand our sales force or how long it will take for sales personnel to become productive. If we are unable to hire, train, and retain a sufficient number of effective sales personnel, or the sales personnel we hire are not successful in obtaining new customers or increasing sales to our existing customer base, our business and future growth prospects will be materially and adversely affected.If we fail to effectively manage our growth, we may be unable to execute our business plan, maintain high-quality levels of customer support, ensure the reliability and security of our network, adequately address competitive challenges, or maintain our corporate culture, and our business, financial condition, and results of operations would be harmed.We have experienced, and may in the future experience, periods of rapid growth. For example, our headcount grew from 3,389 employees as of JuneÂ 30, 2023 to 3,902 employees as of JuneÂ 30, 2024. We also have expanded the locations where we have employees to a number of new locations around the world during the past several years. The number of customers, users, and requests on our network also has increased rapidly in recent years. While we expect to continue to expand our operations, network, and products significantly in the future, both domestically and internationally, our growth may not be sustainable. Our growth has placed, and future growth will continue to place, a significant strain on our management and our administrative, operational, and financial infrastructure. Our success will depend in part on our ability to manage this growth effectively, which will require that we continue to improve our administrative, operational, financial, and management systems and controls by, among other things:â€¢effectively attracting, training, and integrating a large number of new employees, particularly members of our sales, marketing, engineering, and management teams;â€¢effectively managing a rapidly increasing number of employees in a growing number of countries around the world, particularly in circumstances when employees are working completely remotely;â€¢ensuring the integrity and security of our network and IT infrastructure throughout the world;â€¢maintaining our corporate culture, which we believe fosters innovation, teamwork, and an emphasis on customer-focused results and contributes to our cost-effective business model;â€¢successfully acquiring and integrating companies and assets to improve, expand, and diversify our business and products through strategic acquisitions, investments, and partnerships;â€¢further improving our key business applications, processes, and IT infrastructure, including our network co-location facilities, to support our current and anticipated business needs;â€¢enhancing our information and communication systems to ensure that our employees and offices around the world are well coordinated and can effectively communicate with each other and our growing base of channel partners, customers, and users;â€¢maintaining high levels of customer support; andâ€¢appropriately documenting and testing our IT systems and business processes.Managing our growth will require significant capital expenditures and allocation of valuable management and employee resources. If we fail to manage our expected growth, the uninterrupted and secure operation of our network and products and key business systems, our corporate culture, our compliance with the rules and regulations applicable to our operations, the quality of our products, and our ability to compete could suffer. Any failure to preserve our culture also could further harm our ability to retain and recruit personnel, innovate and create new products, operate effectively, and execute on our business strategy.Our quarterly results may fluctuate significantly and may not fully reflect the underlying performance of our business.Our quarterly results of operations, including our revenue, gross margin, operating margin, profitability, cash flow from operations, deferred revenue, and backlog, may vary significantly in the future and period-to-period comparisons of our results of operations may not be meaningful. Accordingly, the results of any one quarter should not be relied upon as an indication of future performance. Our quarterly results of operations may fluctuate as a result of a variety of factors, many of which are outside of our control, and as a result, may not fully reflect the 63Table of contentsunderlying performance of our business. Fluctuation in quarterly results may negatively impact the trading price of our ClassÂ A common stock. Factors that may cause fluctuations in our quarterly results of operations include:â€¢our ability to attract new paying customers, especially large customers, and, to a lesser extent, convert free customers to paying customers;â€¢our ability to retain and upgrade paying customers and expand the number of products sold to paying customers, especially our large customers;â€¢the timing of expenses and recognition of revenue;â€¢the amount and timing of operating expenses related to the maintenance and expansion of our business, operations, and infrastructure, as well as entry into operating and capital leases and co-location, interconnection, and similar agreements related to the expansion of our network;â€¢the timing of expenses related to acquisitions;â€¢any large indemnification payments to our customers or other third parties;â€¢changes in our pricing policies or those of our competitors;â€¢the timing and success of new products, product features and service introductions by us or our competitors;â€¢network outages or actual or perceived security breaches or incidents;â€¢our involvement in litigation or regulatory enforcement efforts, or the threat thereof;â€¢changes in the competitive dynamics of our industry, including consolidation among competitors and the emergence of new competitors;â€¢increases in length of the sales cycle for our contracted customers, particularly as the relative proportion of our revenue from large customers increases and as the sizes of our large customers increase;â€¢changes in laws and regulations that impact our business; andâ€¢general political, regulatory, economic, market, and social conditions, including inflation, rising interest rates, actual or perceived failure or financial difficulties of financial institutions, other adverse changes in global and regional macroeconomic conditions, and other impacts of the Hamas-Israel and Russia-Ukraine conflicts, or other areas of geopolitical tension around the world, or any worsening or expansion of those conflicts or geopolitical tensions.We rely on our co-founders and other key technical, sales, and management personnel to grow our business, and the loss of one or more key employees or the inability to successfully attract, integrate, and retain qualified senior management and other personnel, or the failure of new members of our management team to successfully lead and scale our business, could harm our business.Our future success is substantially dependent on our ability to attract, integrate, retain, and motivate the members of our management team and other key employees throughout our organization. In particular, we are highly dependent on the services of our co-founders, Matthew Prince, our Chief Executive Officer, and Michelle Zatlyn, our President and Chief Operating Officer. We rely on our leadership team in the areas of operations, security, marketing, sales, support, research and development, and general and administrative functions, and on individual contributors on our research and development team. Although we have entered into employment offer letters with our key personnel, these agreements have no specific duration and constitute at-will employment. We also do not maintain key person life insurance policies on any of our employees. From time to time, there may be changes in our management team as a result of the hiring, departure or realignment of our senior management and other key personnel, and such changes may impact our business. Additionally, as our business grows in scale and complexity, other changes to our management team may be necessary. For example, we have hired several new members of our senior management team in the past two years, including our new President of Revenue and our Chief Strategy Officer in February and April 2024, respectively. Any significant leadership change or senior management transition, such as these, involves inherent risks and any failure to ensure timely and suitable replacements and smooth transitions could hinder our strategic planning, business execution, and future performance. In particular, these or any future leadership transitions may result in, and in some cases have resulted in, a loss of personnel with deep institutional or technical knowledge and 64Table of contentschanges in business strategy or objectives and disruptions in our operations and relationships with existing employees and customers due to added costs, operational inefficiencies, changes in strategy, decreased employee morale and productivity, and increased turnover. We must successfully integrate our new leadership team members within our organization to achieve our operating objectives. If we lose one or more of our senior management or other key employees and are unable to find adequate replacements, or if we fail to successfully attract, integrate, retain and motivate members of our senior management team and key employees, our business could be harmed.To execute our growth plan, we must also attract and retain large numbers of highly qualified personnel in a number of job markets globally. In particular, it is critical for us to attract and retain sales and engineering talent in our fast growing industry. Competition for these personnel in the San Francisco Bay Area, where our headquarters is located, and in Lisbon, London, Singapore, Austin, Texas, and other locations where we employ personnel, is intense, especially for experienced sales professionals and for engineers experienced in designing and developing cloud applications. We have from time to time experienced, and we may continue to experience, difficulty in hiring and retaining employees with appropriate qualifications or level of experience. For example, we have experienced, and may continue to experience, difficulty recruiting, hiring, and retaining sales personnel with the appropriate level of experience and knowledge necessary to effectively sell our products to large customers. Additionally, in recent years, recruiting, hiring, and retaining employees with expertise in the cybersecurity industry has become increasingly difficult as the demand for cybersecurity professionals has increased as a result of high-profile cybersecurity attacks on global corporations and governments. Many of the companies with which we compete for experienced personnel have greater resources than we have and may provide higher levels of compensation or more attractive benefits. We may need to increase our existing compensation levels in response to competition, rising inflation, or labor shortages, which may increase our operating costs and reduce our margins. In addition, job candidates and existing employees often consider the value of the equity awards they receive in connection with their employment. Volatility or lack of performance in our stock price has in the past, and may in the future, affect our ability to attract and retain our key employees or require us to increase the number of shares that we include in employee equity awards, which has and may continue to affect our outstanding share count, cause dilution to existing shareholders, and increase our stock-based compensation expense. In addition, upon vesting of equity awards, many of our employees have acquired or may soon acquire a substantial amount of personal wealth. This may make it more difficult for us to retain and motivate these employees, and this wealth could affect their decision about whether or not they continue to work for us. Any failure to successfully attract, integrate, or retain qualified personnel to fulfill our current or future needs could materially and adversely affect our business, results of operations, and financial condition.We believe our long-term value as a company will be greater if we focus on growth, which may negatively impact our profitability.A significant part of our business strategy is to focus on long-term growth and to reinvest our cash flow from operations into our business, including the expansion of our global network, the development of new products and features, the expansion of our global workforce, and the potential acquisition of complementary businesses. As a result, our profitability may be lower than it would be if our strategy were to maximize short-term profitability. Significant expenditures on sales and marketing efforts, and expenditures on growing our network and expanding our research and development and portfolio of products, each of which we intend to continue to invest in, may not ultimately grow our business or cause long-term profitability. If we are ultimately unable to achieve or improve profitability at the level or during the time frame anticipated by industry or financial analysts and our stockholders, our stock price may decline.If we are not able to maintain and promote our brand, our business and results of operations may be adversely affected.We believe that maintaining and enhancing our reputation as a provider of products with the highest levels of security, performance, and reliability is critical to our relationship with our existing customers and our ability to attract new customers. The successful promotion of our brand will depend on a number of factors, including the reliability of our network on which we provide our products and the record of security, performance, and reliability of our products; the timing of releases of our products and related features after the public announcement of such expected products and features; our marketing efforts; our ability to continue to develop high-quality features and products for our network; and our ability to successfully differentiate our products from competitive products and services. Our brand promotion activities may not be successful or yield increased revenue.65Table of contentsIndependent industry and financial analysts often provide reviews of our products, as well as those of our competitors. Perception of our offerings in the marketplace may be significantly influenced by these expert reviews. In addition, the difficulty or inability of us to periodically provide certain types of financial information about our business and products requested by industry analysts could adversely impact these analystsâ€™ reviews of our products. If reviews of our products are negative, or less positive than those of our competitorsâ€™, our brand may be adversely affected. The performance of our channel partners also may affect our brand and reputation, particularly if customers do not have a positive experience with our channel partners. The promotion of our brand requires us to make substantial expenditures, and we anticipate that the expenditures will increase as our markets become more competitive and we expand into new markets and products. Expenditures intended to maintain and enhance our brand may not be cost-effective or effective at all. If we do not successfully maintain and enhance our brand, we may have reduced pricing power relative to our competitors, we could lose customers, or we could fail to attract potential new customers or expand sales to our existing customers, all of which could materially and adversely affect our business, results of operations, and financial condition.We have limited experience with some of our pricing models, particularly for our newer products and solutions as well as bundled sales of our products and solutions, and we may not accurately predict the long-term rate of paying customer adoption or renewal, or the impact these will have on our revenue or results of operations.We generate revenue primarily from subscriptions to our products. We offer subscription plans that provide varying degrees of functionality, and also offer separate subscriptions to various add-on products and network functionality. We have limited experience with respect to determining the optimal prices and pricing models for some of our newer subscription plans and products, as well as our bundled sales of products and solutions and our professional services to assist some of our large customers in their migration from existing vendors and otherwise with the configuration and use of our products. As the markets for our products mature, as we enter into newer product markets for our business, as we shift the way in which we sell our products and solutions, or as new competitors introduce new products or services that compete with ours, we may be unable to attract new customers or retain existing customers at the same price or based on the same pricing model as we have used historically. Moreover, our increasing focus on larger customers may lead to greater price concessions in the future or have a more significant impact period to period on our revenue and results of operations. As a result, in the future we may be required to reduce our prices, which could adversely affect our revenue, gross margin, profitability, financial condition, and cash flow.We also have limited experience in determining which products and functionality to offer as part of our subscription plans, which to offer as add-on products, and which related products to sell in bundles. Our limited experience in determining the optimal manner in which to bundle and price our various products and functionalities could reduce our ability to capture the value delivered by our offerings, which could adversely impact our business, results of operations, and financial condition.Our growth depends, in part, on the success of our strategic relationships with third parties, and if we fail to continue to expand, grow, and retain these relationships then our business, results of operations, and financial condition may be adversely impacted.To grow our business, we anticipate that we will continue to depend on relationships with third parties, such as value-added channel partners, referral partners, systems integrators, global platform providers, telecommunications companies, and managed security service providers. Developing, expanding, and retaining these strategic relationships has played, and will continue to play, an increasingly greater role in our

sales efforts, especially with our large customers. However, identifying these types of strategic partners, negotiating and documenting our business and contractual relationships with them, maintaining application programming interfaces (APIs) that some of our strategic partners use to interact with our business, and monitoring the actions of our channel partners and their relationships with our end customers, each require significant time and resources. While in some cases our contractual arrangements with our strategic partners have terms of one year or longer, in many cases these arrangements are short-term in nature and can be terminated on 90 days advance notice. Our competitors also may be effective in providing incentives to third parties to favor their products or services over subscriptions to our products. In addition, acquisitions of such strategic partners by our competitors could result in a decrease in the number of our current and potential customers, as these partners may no longer facilitate the adoption of our applications by potential customers or may seek to terminate their relationships with us. Further, some of our partners are or may become competitive with certain of our products and may elect to no longer integrate with our 66Table of contentsnetwork and products. If we are unsuccessful in establishing, expanding, or maintaining our relationships with these third parties, our ability to compete in the marketplace or to grow our revenue could be impaired, and our business, results of operations, and financial condition may suffer. Even if we are successful, we cannot assure you that these relationships will result in increased customer usage of our products by, or increased revenue from, our paying customers and large customers.Our ability to maintain customer satisfaction depends in part on the quality of our customer support. Failure to maintain high-quality customer support could have an adverse effect on our business, results of operation, and financial condition.We believe that the successful adoption and usage of our network and products requires a high level of support and engagement for many of our customers, particularly our large customers. In order to deliver appropriate customer support and engagement, we must successfully assist our customers in deploying and continuing to use our network and products, migrating from their existing vendors, resolving performance issues, addressing interoperability challenges with the customersâ€™ existing IT infrastructure, and responding to security threats and cyber attacks and performance and reliability problems that may arise from time to time. The IT architecture of our contracted customers, particularly the larger organizations, is very complex and may require high levels of focused technical support to effectively migrate from each customer's existing vendors and to utilize our network and products. Because our network and products are designed to be highly configurable and to rapidly implement customersâ€™ reconfigurations, customer errors in configuring our network and products can result in significant disruption to our customers. Our support organization faces additional challenges associated with large customers in highly regulated industries, as well as our international operations, including those associated with delivering support, training, and documentation in languages other than English. Increased demand for customer support, without corresponding increases in revenue, could increase our costs and adversely affect our business, results of operations, and financial condition. In addition, we began providing professional services to assist some of our large customers in their migration from existing vendors and otherwise with the configuration and use of our products. We do not have significant experience in providing professional services or determining the pricing for such services, and our failure to provide such services effectively or at pricing that appropriately reflects our costs of providing such services could negatively impact our customer satisfaction and retention and our results of operations.We also rely on channel partners in order to provide migration assistance and frontline support to some of our customers, including in regions where we do not have a significant physical presence or the customers primarily speak languages other than English. If our channel partners do not provide assistance and support to the satisfaction of our customers, we may lose these customers, such customers may reduce their usage of our products, or we may be required to hire additional personnel and to invest in additional resources in order to provide an adequate level of assistance and support, generally at a higher cost than that associated with our channel partners. There can be no assurance that we will be able to hire sufficient support personnel as and when needed, particularly if our sales exceed our internal forecasts. To the extent that we are unsuccessful in hiring, training, and retaining adequate support resources, our ability to provide high-quality and timely support to our customers will be negatively impacted, and our customersâ€™ satisfaction with our network and products could be adversely affected. Any failure to maintain high-quality customer support, or a market perception that we do not maintain high-quality customer support, could adversely affect our reputation, business, results of operations, and financial condition, particularly with respect to our large customers.Our business depends, in part, on sales to the United States and foreign government organizations, which are subject to a number of challenges and risks.We derive a portion of our revenue from contracts with government organizations, and we believe the success and growth of our business will in part depend on adding additional public sector customers. However, demand from government organizations is often unpredictable, and we cannot assure you that we will be able to maintain or grow our revenue from the public sector. Sales to government entities are subject to substantial additional risks that are not present in sales to other customers, including:â€¢selling to government agencies can be more competitive, expensive, and time-consuming than sales to other customers, often requiring significant upfront time and expense without any assurance that such efforts will generate a sale;â€¢increasing numbers of U.S., European, or other government certification and audit requirements potentially applicable to our network, including FedRAMP in the United States, are often difficult and costly to obtain 67Table of contentsand maintain, and failure to do so will restrict our ability to sell to government customers in the applicable jurisdictions;â€¢government demand, payment for, and continued usage of, our products may be impacted by public sector budgetary cycles, funding authorizations, or government shutdowns;â€¢governments routinely investigate and audit government contractorsâ€™ administrative processes and any unfavorable audit could result in fines, civil or criminal liability, further investigations, damage to our reputation, and debarment, suspension, or ineligibility from some or all further business with the applicable government and its related agencies and departments;â€¢governments often require contract terms that differ from our standard customer arrangements, including terms that can lead to those customers obtaining broader rights in our products than would be expected under a standard commercial contract and terms that can allow for early termination or subject us to more onerous obligations and requirements than our standard customer arrangements, such as supply chain restrictions, restrictions on employees' ability to manage their accounts, and additional reporting obligations; â€¢governments may require us to partner with companies based in the governmentsâ€™ jurisdictions in order for us to sell any of our products to those governments, which could result in a loss of revenue we otherwise would receive for such sales; andâ€¢governments may demand better pricing terms and public disclosure of such pricing terms, which may harm our ability to negotiate pricing terms with our non-government customers.In addition, we must comply with laws and regulations relating to the formation, administration, and performance of contracts with the public sector, including U.S. federal, state, and local governmental organizations, as well as foreign governmental organizations, which affect how we and our channel partners do business with governmental agencies. Selling our products to the U.S. government, whether directly or through channel partners, also subjects us to certain regulatory and contractual requirements, including expanded compliance obligations under the Federal Acquisition Regulations (FARs). Failure to comply with these laws, regulations, and requirements by either us or our channel partners could subject us to investigations, fines, and other penalties, which could have an adverse effect on our business, results of operations, and financial condition. For example, the U.S. Department of Justice (DOJ) and the General Services Administration (GSA) have in the past pursued claims against and financial settlements with vendors under the False Claims Act and other statutes related to misrepresenting cybersecurity practices or protocols, pricing and discount practices and compliance with certain provisions of GSA contracts. The DOJ and GSA continue to actively pursue such claims. Violations of certain regulatory and contractual requirements could also result in us being suspended or debarred from future government contracting. Any of these outcomes could have a material adverse effect on our revenue, results of operations, and financial condition. Any inability to address these risks and challenges could reduce the commercial benefit to us or otherwise preclude us from selling subscriptions to our products to government organizations.We rely on third-party software for certain essential financial and operational services, and a failure or disruption in these services could materially and adversely affect our ability to manage our business effectively.We rely on third-party software to provide many essential financial and operational services to support our business. Some of these vendors are less established and have shorter operating histories than traditional software vendors. Moreover, these vendors provide their services to us via a cloud-based model instead of software that is installed on our premises. As a result, we depend upon these vendors to provide us with services that are always available and are free of errors or defects that could cause disruptions in our business processes. Any failure by these vendors to do so, or any disruption in our ability to access the Internet, would materially and adversely affect our ability to manage our operations.Our business is exposed to risks associated with credit card and other online payment processing methods.Many of our customers pay for our service using a variety of different payment methods, including credit and debit cards, prepaid cards, direct debit, and online payment applications and wallets. We rely on internal systems as well as those of third parties to process payments. Acceptance and processing of these payment methods are subject to certain rules and regulations and require payment of interchange and other fees. To the extent there are increases 68Table of contentsin payment processing fees, material changes in the payment ecosystem, such as large re-issuances of payment cards, delays in receiving payments from payment processors, changes to rules or regulations concerning payment processing, loss of payment partners, and/or disruptions or failures in our payment processing systems or payment products, including products we use to update payment information, our revenue, operating expenses, and results of operation could be adversely impacted. In addition, from time to time, we encounter fraudulent use of payment methods, which could impact our results of operations and if not adequately controlled and managed could create negative consumer perceptions of our service. If we are unable to maintain our chargeback rate at acceptable levels, card networks may impose fines and our card approval rate may be impacted. If we fail to comply with the rules or requirements applicable to processing payments, or if our data security systems are breached, compromised, or otherwise unable to detect or prevent fraudulent activity, we may be liable for card issuing banksâ€™ costs, subject to fines and higher transaction fees, and lose our ability to accept certain payments from our customers. The termination of our ability to process payments using any major payment method our business, results of operations, and financial condition could be harmed.Because we recognize revenue from subscriptions for our products over the term of the subscription, downturns or upturns in new business may not be immediately reflected in our results of operations and may be difficult to discern.We generally recognize revenue from customers ratably over the term of their subscription, which in the case of our contracted customers typically range from one to three years and in the case of our pay-as-you-go customers is typically monthly. In addition, our subscription agreements with certain of our largest customers are structured on a "pool of funds" model in which the customer commits to spend at least a specified amount on our products during the subscription period. These â€œpool of fundsâ€ arrangements do not require the customer to subscribe for specific products or spend any specific amounts during any month, quarter or, if applicable, year of the subscription period, but the funds must be utilized during the subscription period as they are non-refundable and non-reimbursable. Consequently, any increase or decline in new sales or renewals to these customers in any one period may not be immediately reflected in our revenue for that period. Any such change, however, may affect our revenue in future periods. Accordingly, the effect of downturns or upturns in new sales and potential changes in our rate of renewals may not be fully reflected in our results of operations until future periods. We may also be unable to reduce our cost structure in line with a significant deterioration in sales or renewals. Our subscription model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, as it is difficult to predict when revenue from new customers will be recognized over the applicable subscription term.By contrast, a significant majority of our costs are expensed as incurred, which occurs as soon as a customer starts using our network and products. As a result, an increase in customers could result in our recognition of more costs than revenue in the earlier portion of the subscription term. We may not attain sufficient revenue to maintain positive cash flow from operations or achieve profitability in any given period.If our estimates, assumptions, or judgments relating to our critical accounting policies prove to be incorrect or financial reporting standards or interpretations change, our results of operations could be adversely affected.The preparation of financial statements in conformity with generally accepted accounting principles in the United States (U.S. GAAP) requires our management to make estimates, assumptions, and judgments that affect the amounts reported and disclosed in our condensed consolidated financial statements and accompanying notes. We base our estimates and assumptions on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. The results of these estimates and assumptions form the basis for making judgments about the carrying values of assets, liabilities, and equity, and the amount of revenue and expenses that are not readily apparent from other sources. Significant estimates, assumptions, and judgments used in preparing our condensed consolidated financial statements include those related to allowance for doubtful accounts, deferred contract acquisitions costs, the period of benefit generated from our deferred contract acquisition costs, the capitalization and estimated useful life of internal-use software, valuation of acquired intangible assets, the assessment of recoverability of intangible assets and their estimated useful lives, useful lives of property and equipment, the determination of the incremental borrowing rate used for operating lease liabilities, the valuation and recognition of stock-based compensation expense, uncertain tax positions, and the recognition and measurement of current and deferred income tax assets and liabilities. Due to geopolitical and macroeconomic uncertainties, including but not limited to the ongoing conflicts between Hamas and Israel and between Russia and Ukraine, and other areas of geopolitical tension around the world, inflationary pressures, and changes in interest rates, there is 69Table of contentsongoing uncertainty and significant disruption in the global economy and financial markets. We are not aware of any specific event or circumstance that would require an update to our estimates or assumptions or a revision of the carrying value of assets or liabilities as of AugustÂ 1, 2024, the date of issuance of this Quarterly Report on Form 10-Q. These estimates and assumptions may change in the future, however, as new events occur and additional information is obtained. Our results of operations may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our results of operations to fall below the expectations of industry or financial analysts and investors, resulting in a decline in the trading price of our Class A common stock.Additionally, we regularly monitor our compliance with applicable financial reporting standards and review new pronouncements and drafts thereof that are relevant to us. As a result of new standards, or changes to existing standards, and changes in their interpretation, we might be required to change our accounting policies, alter our operational policies and implement new or enhance existing systems so that they reflect new or amended financial reporting standards, or we may be required to restate our published financial statements. Such changes to existing standards or changes in their interpretation may have an adverse effect on our reputation, business, financial condition, and profit and loss, or cause an adverse deviation from our revenue and operating profit and loss target, which may negatively impact our results of operations.Future acquisitions, strategic investments, partnerships, or alliances could be difficult to identify and integrate, divert the attention of key management personnel, disrupt our business, dilute stockholder value, and adversely affect our results of operations, financial condition, and prospects.Part of our business strategy is to make acquisitions of other companies, products, and technologies. To date, our acquisitions typically have consisted of companies that have developed technology that is complementary to our business but have small numbers of employees and little, if any, customers and revenue. We have limited experience in making acquisitions and integrating acquired businesses into our company, particularly companies with large numbers of employees and customers. However, we expect the number of acquisitions that we undertake to increase and some of the businesses we acquire will have significantly larger numbers of employees and customers and more global operations. For example, in April 2022, we acquired Area 1 Security, Inc., a company that developed cloud-native email security technology and has a significantly greater number of employees and customers than our other acquisitions.In addition, we may not be able to find suitable acquisition candidates and we may not be able to complete acquisitions on favorable terms, if at all. If we identify companies that we would like to buy, we may also face antitrust, competition, and other regulatory scrutiny that may limit our ability to complete such acquisitions. If we do complete acquisitions, we may not ultimately strengthen our competitive position or achieve our goals, and any acquisitions we complete could be viewed negatively by customers, developers, or investors. In addition, we may not be able to integrate acquired businesses successfully or effectively manage the combined company following an acquisition. If we fail to successfully integrate our acquisitions, or integrate and retain the people, technologies or customers associated with those acquisitions, into our company, the results of operations of the combined company could be adversely affected. Any integration process in connection with an acquisition will require significant time and resources, require significant attention from management, and disrupt the ordinary functioning of our business, and we may not be able to manage the process successfully, which could adversely affect our business, results of operations, and financial condition. We also frequently provide significant incentives for key employees of acquired companies to remain as our employees after the completion of the acquisition in order to facilitate integration and allow us to achieve the benefits we expect from the acquisition, but these incentives may not prove to be successful in retaining those new key employees. In addition, we may not successfully evaluate or utilize the acquired technology and accurately forecast the financial impact of an acquisition transaction, including accounting charges.In order to expand our network and product offerings, we also may enter into relationships with other businesses, which could involve joint ventures, preferred or exclusive licenses, additional channels of distribution, or investments in other companies. Negotiating these transactions can be time-consuming, difficult, and costly, and our ability to close these transactions may be subject to third-party approvals, such as government regulatory approvals, which are beyond our control. Consequently, we cannot assure you that these transactions, once undertaken and announced, will close or will lead to commercial benefit for us.In connection with the foregoing strategic transactions, we may:â€¢issue additional equity securities that

would dilute our stockholders;70Table of contentsâ€¢use cash that we may need in the future to operate our business;â€¢incur debt on terms unfavorable to us or that we are unable to repay;â€¢incur large charges or substantial actual or contingent liabilities associated with acquired businesses;â€¢encounter difficulties integrating diverse business cultures and retaining employees and customers of acquired companies; andâ€¢become subject to adverse tax consequences, substantial depreciation, or deferred compensation charges.These challenges related to acquisitions or other strategic transactions could adversely affect our business, results of operations, financial condition, and prospects.Certain of our key business metrics could prove to be inaccurate, and any real or perceived inaccuracies may harm our reputation and negatively affect our business.We rely on assumptions and estimates to calculate certain of our key business metrics, such as dollar-based net retention rate. We regularly review and may adjust our processes for calculating our key business metrics to improve their accuracy. Our key business metrics may differ from estimates published by third parties or from similarly titled metrics of our competitors due to differences in methodology or we may discover inaccuracies in our process for calculating such metrics. For example, during the quarter ended March 31, 2022, we experienced a system error that caused the calculation of our paying customers for such quarter to be overstated by 5,925 pay-as-you-go customers. If investors or analysts do not perceive our key business metrics to be accurate representations of our business, or if we discover material inaccuracies in our key business metrics, our reputation, business, results of operations, and financial condition would be harmed.We may need additional capital, and we cannot be certain that additional financing will be available on favorable terms, or at all.Historically, we have financed our operations primarily through the sale of our equity and equity-linked securities as well as payments received from customers using our global cloud network and products. For example, we received substantial proceeds from the issuance and sale of our Class A common stock in our initial public offering and in the issuances and sales of our 0.75% Convertible Senior Notes due 2025 (the 2025 Notes) and 0% Convertible Senior Notes due 2026 (the 2026 Notes, and together with the 2025 Notes, the Notes). We also entered into a senior secured credit agreement in May 2024 that includes a $400 million revolving credit facility (the Revolving Credit Facility). Although we currently anticipate that our existing cash, cash equivalents, available-for-sale securities, available borrowing under the Revolving Credit Facility, and cash flow from operations will be sufficient to meet our working capital and capital expenditure needs for at least the next 12 months, we may require additional financing. We evaluate financing opportunities from time to time, and our ability to obtain financing will depend, among other things, on our development efforts, business plans, and operating performance, and the condition of the capital markets at the time we seek financing. We cannot assure you that additional financing will be available to us on favorable terms when required, or at all. For example, volatility in equity capital markets has adversely affected and may continue to adversely affect market prices of our shares of Class A common stock. This may materially and adversely affect our ability to fund our business through the sale of our equity and equity-linked securities if such funding were to become necessary. If we raise additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences or privileges senior to the rights of our ClassÂ A common stock, and, in the case of equity or equity-linked securities, our stockholders may experience dilution.Risks Related to Our Network and ProductsWe may not be able to respond to rapid technological changes or develop new products and product features that are attractive to, and that contain all of the capabilities required by, our current and prospective future customers, especially large customers.The industry in which we compete is characterized by rapid technological change, including frequent introductions of new products and services, evolving industry standards, changing regulations, and the development of novel cyber attacks by hostile parties, as well as changing customer needs, requirements, and preferences. Our need for 71Table of contentscontinuous innovation is driven not only by competitive forces within our industry but also by our need to out-innovate the highly motivated third parties seeking to breach or compromise our network and those of our customers for economic, political, military, or other purposes.Our ability to attract new customers and retain, and increase, revenue from existing customers will depend in significant part on our ability to anticipate and respond effectively to these forces on a timely basis and continue to introduce enhancements to our network and existing products and develop new products that have the features, and that function with the security, performance, and reliability capabilities, demanded by our customers, especially our large customers. If new technologies or advancements in technologies emerge that deliver competitive products and services at lower prices, more efficiently, more conveniently, more securely or reliably, or are higher performing, these technologies or advancements could render our network and existing products less attractive to our current and prospective future customers, or obsolete. For example, artificial intelligence and machine learning may change the way our industry identifies and responds to cyber threats, and businesses that are slow to adopt or fail to adopt these new technologies may face a competitive disadvantage. The development of novel attacks or exploits by criminal or malicious elements or hostile state actors also could render our network and existing products less effective or obsolete. If we are unable to develop new products and enhance our existing products so that they have the features and capabilities required by existing and potential new customers, especially large customers, our business, results of operations, and financial condition will be materially and adversely affected. The success of our business also depends on our continued investment in our research and development organization to increase the integrity, reliability, availability, and scalability of our products. We may experience difficulties with development, design, or marketing of such enhancements to our network and products that could delay or prevent their development, introduction, or implementation. For example, in the past we have announced the development of new products and features or the release of new products or features for beta testing and the timing for the general release of the product or feature has been substantially later than we initially expected. We also have in the past experienced delays in the planned expansion of our network and in our internally planned or publicly announced release dates of new products and new features and capabilities, and there can be no assurance that planned expansions of our network will occur on schedule and that new products, features, or capabilities will be released according to schedule or, when released, will function fully as expected. Any such delays could result in adverse publicity or brand reputation, loss of revenue or market acceptance, or claims by customers brought against us, all of which could have a material and adverse effect on our reputation, business, results of operations, and financial condition.Problems with our internal systems, networks, or data, including actual or perceived breaches or failures, could cause our network or products to be perceived as insecure, underperforming, or unreliable, our customers to lose trust in our network and products, our reputation to be damaged, and our financial results to be negatively impacted.We face security threats from malicious third parties that could obtain unauthorized access to our internal systems, networks, and data, including the equipment at our network and core co-location facilities. It is virtually impossible for us to entirely mitigate the risk of these security threats and the security, performance, and reliability of our network and products has been in the past, and may be in the future, disrupted by third parties, including nation-states, competitors, hackers, disgruntled employees, former employees, or contractors. For example, in November 2023, we detected that a likely nation-state threat actor had gained unauthorized access to one of our internal systems. While we immediately began investigating the intrusion and believe we cut off the threat actorâ€™s access prior to significant impact on our customer data or systems, we expect we will continue to be subject to similar threats of unauthorized access in the future and we may not be as successful in quickly identifying such intrusions and mitigating the impacts of such intrusions. We also face the possibility of security threats from other sources, such as employee or contractor errors (such as errors in utilizing artificial intelligence or machine learning in our products or in the operation of our business) or malfeasance. For example, hostile third parties, including nation-states, may seek to bribe, extort, or otherwise manipulate our employees or contractors to compromise our network and products. In addition, as our business grows and we employ more employees and engage more contractors in more countries around the world, our ability to supervise the actions of our employees and contractors will decrease and the risk of an employee or contractor error or act of malfeasance will increase. These security threats from third parties are also likely to increase as the numbers, sizes, and types of customers using our network and products increases, particularly our customers that are involved in particularly sensitive industries or activities, such as banking and finance companies and governmental entities or in relation to elections in the United States or 72Table of contentselsewhere. Additionally, artificial intelligence and machine learning may increase cybersecurity risks we face through, for example, being used to increase the prevalence or intensity of cyber attacks.While we have implemented security measures internally and have integrated security measures into our network and products, these measures have not always functioned as expected and have not always detected or prevented all unauthorized activity, prevented all security breaches or incidents, mitigated all security breaches or incidents, or protected against all attacks or incidents and these types of security failures could occur again in the future. For example, we have experienced multiple social engineering attacks where third parties have attempted, and in limited cases succeeded, in breaching our network perimeter security. While these attacks did not effectively get beyond our network perimeter security and we have not suffered any material consequences as a result of these breaches, we cannot be certain that future breaches will be avoided or, if future breaches are successful, that we will not experience material detrimental impacts, particularly if those breaches involve third party access to decrypted or other sensitive data. In addition, there is risk that the vendors we use may be attacked and the controls we have in place are bypassed and our data accessed as a result. For example, one of the IT tools our employees used internally until the first quarter of 2023 was the subject of a large security incident in December 2022, which resulted in unauthorized parties stealing large amounts of the IT tools' customersâ€™ data, including our data. We are not aware of any of our systems having been compromised as a result of this security incident due to additional required authorization and authentication events we have in place, particularly when accessing sensitive systems and resources, and we have since changed to using a new IT tool internally. In addition, in March 2022 and October 2023, breaches of the systems of our identity access management vendor resulted in attacks on our systems. While we quickly discovered these resulting attacks on our systems and believed we had fully contained their impact on our systems and data, the October 2023 breach of our systems contributed to the November 2023 intrusion of our systems by a likely nation-state threat actor. While none of these incidents had a material impact on our business, results of operations or financial condition, we cannot be certain that compromises of our systems will not happen in the future as a result of these incidents or other similar incidents with third party vendors that we use to help secure our internal systems and that such incidents will not have a material impact on our results of operations or financial condition. Such incidents, whether or not successful, could result in our incurring significant costs related to, among other things, changes to our internal systems, remediating or replacing equipment within our global network, implementing additional threat protection measures, making modifications to our products and our global network, defending against litigation, responding to regulatory inquiries or actions, paying damages, providing customers with credits under our agreements with them or other incentives to maintain a business relationship with us, or taking other remedial steps with respect to third parties, as well as incurring significant reputational harm. Because these threats are constantly evolving, we believe successfully defending against them or implementing adequate preventative measures will become increasingly challenging.The global network that we use to provide our products to our customers is made up of equipment at co-location facilities located in more than 330 cities and over 120 countries worldwide and we expect to continue to increase the size of our network in the future. As we grow the size and scope of our network, the number of our employees and third party contractors that have access to our equipment at these facilities will continue to increase, which will also increase the risk of potential errors or malfeasance such as potential equipment theft or potential attempts to interfere with, or intercept, network and customer data that is held in, or flows through, this equipment. In addition, local government officials may attempt to, or successfully take control of, our equipment in an attempt to interfere with our services or intercept data. Because the equipment in our network co-location facilities is designed to run all of our products, any insertion of ransomware or other malicious code on, unauthorized access to, or other security breach or incident with respect to, any of this equipment at any of these locations around the world could potentially impact all of our products running on this equipment around the world. We may also experience security breaches and other incidents that may remain undetected for an extended period and, therefore, may have a greater impact on our products and the networks and systems used in our business, the proprietary and other confidential data contained on our network or otherwise stored or processed in our operations, and ultimately our business. We expect to incur significant costs in our efforts to detect and prevent security breaches and other security-related incidents, and we have in the past faced, including in connection Â Â Â Â with the November 2023 intrusion of our systems, and may in the future face, increased costs in the event of actual or perceived security breaches or other security-related incidents. Our internal systems are exposed to the same cybersecurity risks and consequences of a breach as the systems of our customers and other enterprises, any of which could have an adverse effect on our business or reputation. These cybersecurity risks pose a particularly significant risk to a business like ours that is focused on providing highly secure products to customers. With the increase in remote work during recent years, we and our customers face increased risks to the security of infrastructure and data, and geopolitical tensions or events such as the Hamas-Israel and Russia-Ukraine conflicts also may increase these risks. We cannot guarantee that our 73Table of contentssecurity measures will prevent security breaches or incidents. We also may face increased costs relating to maintaining and securing our infrastructure and data that we maintain and otherwise process.There can be no assurance that any security measures that we or our third-party service providers have implemented or that are included in the equipment and related third-party software that we use to operate our global network will be effective against current or future security threats. We also cannot guarantee that our systems and networks or those of our third-party service providers or the equipment and related third-party software that we use to operate our global network have not been breached or otherwise compromised, or that they and any software in our or their supply chains do not contain bugs, vulnerabilities, or compromised code that could result in a breach of or disruption to our systems and networks or the systems and networks of third parties that support us and our services. Unauthorized access to, other security breaches of, or security incidents affecting, systems, networks, equipment, and data used in our business, including those of our vendors, contractors, or those with which we have strategic relationships, even if not resulting in an actual or perceived introduction of ransomware, malware, or other malicious code or other actual or perceived breach of our customersâ€™ networks, systems, or data, could result in the loss, compromise, corruption or other unavailability of data, disruptions to our and our customers' products, systems, networks, and operations, loss of business, reputational damage adversely affecting customer or investor confidence, regulatory investigations and orders, litigation, indemnity obligations, damages for contract breach, penalties for violation of applicable laws or regulations, significant costs for remediation, and other liabilities.Additionally, even in the absence of malicious actions, our network and products may experience errors, failures, vulnerabilities, or bugs that cause our products not to perform as intended and the likelihood of these problems may increase as we continue to expand the number and complexity of our products and related features, through artificial intelligence or otherwise, that we offer to our customers through our global network. For example, from time to time we are subject to â€œroute leaksâ€ that involve the accidental or, less commonly, illegitimate advertisement of prefixes, or blocks of IP addresses, which propagate across networks such as ours and can lead to incorrect routing of traffic across our network, taking traffic offline, or in extreme cases, potential interception of customersâ€™ traffic by attackers. For example, in June 2019, a route leak spread by a major telecommunications services provider caused significant disruption to our traffic and that of many other providers. Although events like this are outside our control, they could materially harm our reputation and diminish the confidence of our current and potential customers in our network and products. Deployment of our network and products into other computing environments may expose these errors, failures, vulnerabilities, or bugs in our products. In addition, any such errors, failures, vulnerabilities, or bugs may not be found until after they are deployed to our customers and may create the perception that our network and products are insecure, underperforming, or unreliable. For example, we have experienced a limited number of network outages over the past five years due to a variety of causes. While the June 2019 route leak and the network outages did not have a material impact on our business, results of operations or financial condition, any similar events that may occur in the future may have a material adverse impact on our results of operations or financial condition. In addition, in the event network outages or similar events occur, these events can require additional capital expenditures to lessen the chance that similar events will occur in the future. We also provide frequent updates and enhancements to our network and products, which increase the possibility of errors. Our quality assurance procedures and efforts to report, track, and monitor issues with our network has not always been sufficient to ensure we detect any such defects in a timely manner. For example, in the past we have made errors that have contributed to outages on our global network or to the leak of customer data. There can be no assurance that our software code is or will remain free from actual or perceived errors, failures, vulnerabilities, or bugs, or that we will accurately route or process all requests and traffic on our network. Given the trillions of Internet requests that route through our network on a monthly basis and the large array of Internet properties (e.g., domains, websites, APIs, and mobile applications) we service, the impact of any such error, failure, vulnerability, or bug can be large in terms of absolute numbers of affected requests and customers.Actual or perceived problems with our network or systems, or those of our vendors, contractors, or those with which we have strategic relationships, could result in actual or perceived breaches of our or our customersâ€™ networks and systems or data and/or subject us to reputational or financial harm. We are also required to comply with complex and evolving laws, regulations, and standards in many jurisdictions, including regarding our notifications to government agencies or public disclosures with respect to actual or perceived cybersecurity or personal data breaches, or other cybersecurity incidents, which could subject us to additional liability and reputational harm or lead to claims and litigation, indemnity obligations, regulatory reporting and/or audits, proceedings, and investigations and significant legal fees, significant costs for remediation, the expenditure of significant financial 74Table of contentsresources in

efforts to analyze, correct, eliminate, remediate, or work around errors or defects, to address and eliminate vulnerabilities, and to address any applicable legal or contractual obligations relating to any actual or perceived security breach or incident. Our compliance efforts are complicated by the fact that these requirements and obligations may be subject to uncertain or inconsistent interpretations and enforcement, and may conflict among various jurisdictions. Actual or perceived breaches or other security incidents could also damage our relationships with our existing customers and have a negative impact on our ability to attract and retain new customers. Because our business is focused on providing secure and high performing network services to our customers, we believe that our products and the networks and systems we use in our business could be targets for hackers and others, and that an actual or perceived breach of, or security incident affecting, our networks, systems, or data, could be especially detrimental to our reputation, customer and channel partner confidence in our solution, and our business. Additionally, our products are designed to operate without interruption, including up to a 100% uptime guarantee for our Business and Enterprise plans. If a breach or security incident were to impact the availability of our network and products, our business, results of operations, and financial condition, as well as our reputation, could be adversely affected.Any cybersecurity insurance that we carry may be insufficient to cover all liabilities incurred by us in connection with any privacy or cybersecurity incidents or may not cover the kinds of incidents for which we submit claims. For example, insurers may consider cyber attacks by a nation-state as an â€œact of warâ€ and any associated damages as uninsured. We also cannot be certain that our insurance coverage will be adequate for data handling or data security liabilities actually incurred, that insurance will continue to be available to us on economically reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, results of operations, and financial condition, as well as our reputation.If our global network that delivers our products or the core co-location facilities we use to operate our network are damaged, interfered with, or otherwise fail to meet the requirements of our business or local regulations, our ability to provide access to our network and products to our customers and maintain the performance of our network could be negatively impacted, which could cause our business, results of operations and financial condition to suffer.As of JuneÂ 30, 2024, we hosted our global network and served our customers from co-location and Internet Service Provider (ISP) partner facilities located in more than 330 cities and over 120 countries worldwide. In addition to these global facilities, much of the infrastructure for our global network and for our business and operations is maintained through a core co-location facility located in the greater Portland, Oregon area, a second core co-location facility located in Amsterdam that provides certain redundancy to the U.S. core facility, and through a limited number of other U.S. co-location facilities that provide limited subsets of our network support. While we have electronic and, to a lesser extent, physical access to the components and infrastructure of our network and co-location facilities that are hosted by third parties â€” including ISP-partner facilities â€” we do not control the operation of these third-party facilities. Consequently, we may be subject to service disruptions as well as failures to provide adequate support for reasons that are outside of our direct control. All of our co-location and ISP-partner facilities and network infrastructure are vulnerable to damage or interruption from a variety of sources including earthquakes; weather events; floods; fires; power loss; system failures; computer viruses; physical or electronic break-ins; human error; malfeasance; or interference, including by disgruntled employees, former employees, or contractors; military conflicts; terrorism; and other catastrophic events. For example, in November 2023, our control plane and analytics services experienced an outage triggered by a power failure at one of our core data centers in the greater Portland, Oregon area, which impacted certain customers' access to some of our products and services for several days and the loss of certain customer logs. In March 2024, a subsequent power failure occurred at the same core data center in the greater Portland, Oregon area, which impacted certain customersâ€™ access to some of our products for minutes and to our analytics services for several hours. In addition, we have experienced a route leak and a limited number of network outages involving our core and network co-location facilities over the past five years due to a variety of causes. Co-location facilities housing our network infrastructure may also be subject to local governmental or other administrative actions, changes to legal or permitting requirements, labor disputes, and litigation to stop, limit, or delay operations. Despite precautions taken at these facilities, such as disaster recovery and business continuity arrangements, the occurrence of a natural disaster or an act of war or terrorism, a decision to close the co-location facilities without adequate notice, interference with, or sabotage of, our equipment at these facilities, or other 75Table of contentsunanticipated problems at these facilities could result in interruptions or delays in the availability of our network and products, impede our ability to scale our operations, or have other adverse impacts upon our business, results of operations, and financial condition. In addition, errors or defects in our customersâ€™ software can result in unexpected and unintentional upward spikes in their usage of our products and network, and those spikes can cause strains on, and adversely affect the availability and functioning of, our co-location facilities and our network.As we have expanded our global network, for efficiency reasons we have increased the amount of automation that is used to update and maintain our network. While we believe this increased automation generally makes our network more reliable and robust, if portions of this automation were to fail then the impact could apply to all or substantially all of our co-location facilities, instead of the more localized impact if we were not using automation. In addition, the components of our global network are interrelated, such that disruptions or outages affecting one or more of our network co-location facilities may increase the strain on other components of our network. Concurrent disruptions or outages at one or more of our network co-location facilities may lead to a cascading effect in which heightened strain on our network causes further disruptions or outages, particularly within the regions where the disruptions and outages occur. In addition, the failure of any of our core co-location facilities for any significant period of time, particularly our U.S. core co-location facility, could place a significant strain upon the ongoing operation of our business, as we have only limited redundant functionality for these facilities. Such a failure of a core co-location facility could degrade and slow down our network, reduce the functionality of our products for our customers, result in gaps or loss in customer analytics or functionality with respect to some of our products, impact our ability to bill our customers, result in the loss of customers or reduction in their purchases from us due to dissatisfaction with the reliability of our products and network, and otherwise materially and adversely impact our business, reputation, and results of operations.If our customersâ€™ or partnersâ€™ access to our network and products is interrupted or delayed for any reason, our business could suffer.Any interruption or delay in our customersâ€™ or partnersâ€™ access to our network and products will negatively impact our customers. Our customers depend on the continuous availability of our network for the delivery and use of our products, and our products are designed to operate without interruption, including up to 100% uptime guarantee for our Business and Enterprise plans. If all or a portion of our network were to fail, our customers and partners could lose access to their internal network and/or the Internet as a whole until such disruption is resolved or they deploy disaster recovery options that allow them to bypass our network. The adverse effects of any network interruptions on our reputation and financial condition may be heightened due to the nature of our business and our customersâ€™ expectation of continuous and uninterrupted Internet access and low tolerance for interruptions of any duration. In addition, because some of our customersâ€™ most critical applications are protected by our products and network and these customers may not be using other providers for similar services, the adverse effect of network disruptions to these customers could be particularly severe. The impact of an interruption in access to our network and products could also impact the ability to run our own business because we use a number of our products in the operation of our business.While we do not consider them to have been material, we have experienced a limited number of network outages over the past five years, and we may in the future experience network disruptions and other performance problems, in each case due to a variety of factors. The following factors, many of which are beyond our control, can affect the delivery, performance, and availability of our network and products:â€¢the development, maintenance, and functioning of the infrastructure of the Internet as a whole;â€¢the performance and availability of third-party telecommunications services with the necessary speed, data capacity, and security for providing reliable Internet access and services;â€¢decisions by the owners and operators of the co-location and ISP-partner facilities where our network infrastructure is deployed or by global telecommunications service provider partners who provide us with network bandwidth to terminate our contracts, discontinue services to us, shut down operations or facilities, increase prices, change service levels, limit bandwidth, declare bankruptcy, breach their contracts with us, or prioritize the traffic of other parties;â€¢the occurrence of earthquakes, floods, weather events, fires, power loss, system failures, physical or electronic break-ins, acts of war or terrorism (including the ongoing conflicts between Hamas and Israel and between Russia and Ukraine or potential consequence of geopolitical tensions in other areas of the world), 76Table of contentshuman error or interference (including by disgruntled employees, former employees, or contractors), and other catastrophic events;â€¢cyber attacks targeted at us, facilities where our network infrastructure is located, our global telecommunications service provider partners, or the infrastructure of the Internet;â€¢errors, defects, or performance problems in the deployment, maintenance, and expansion of our network and products, including the software we use to operate our network and products and provide our related products to our customers;â€¢our customersâ€™ or partnersâ€™ improper deployment or configuration of our customers' access to our network and products;â€¢the maintenance of the APIs in our systems that our partners use to interact with us;â€¢the failure of our redundancy systems, in the event of a service disruption at one of the facilities hosting our network infrastructure, to redistribute load to other components of our network; andâ€¢the failure of our disaster recovery and business continuity arrangements.The occurrence of any of these factors, or our inability to efficiently and cost-effectively fix such errors or other problems that may be identified, could damage our reputation, negatively impact our relationship with our customers, or otherwise materially harm our business, results of operations, and financial condition.Abuse, misuse, or other unauthorized use of our internal network, including network services tools, could cause significant harm to our business and reputation.Our employees and contractors use our internal network to support the operation of our global network and products for our customers. In addition, in order to provide real-time support to our customers, we have created internal network services tools that are used by our employees and contractors to diagnose and correct customer security, performance, and reliability issues. If any of our employees or contractors were to intentionally abuse our internal network, including these tools, by interfering with or altering our customersâ€™ Internet properties or systems, our customers could be significantly harmed. Similarly, our customers could be harmed if government personnel in any countries in which our employees operate were to pressure our employees, including through the threat of potential prosecution or imprisonment, to use our internal network, including these tools, to access customer data or interfere with or alter our customers' Internet properties or systems. Our employeesâ€™ inadvertent misuse of our internal network, including these tools, could similarly harm our customers. For example, third parties have in the past attempted to induce our employees to use their administrative access to reveal, remove, or disable our customersâ€™ information and content, including by submitting fraudulent law enforcement requests, copyright takedown requests, or other content-based complaints. Any such improper disclosure or removal could significantly and adversely impact our business and reputation. While our internal network and tools have been developed only for authorized use by our employees and contractors, any unauthorized use of, or access to, our internal network by, or release of network service tools to, third parties would represent a significant vulnerability in our products. Accordingly, any abuse or misuse of our internal network and services tools could significantly harm our business and reputation. If it became necessary to further restrict the availability or use of our internal network and services tools by our employees and customers in response to any abuse or misuse, our ability to deliver high-quality and timely customer support could be harmed.Detrimental changes in, or the termination of, any of our co-location relationships, ISP partnerships, or our other interconnection relationships with ISPs could adversely impact our business, results of operations, and financial condition.Our relationships with ISP partners and other vendors that provide co-location services for our network infrastructure and the pricing and other material contract terms we have with these vendors are important for the maintenance, development, and expansion of our global network. If any of our co-location agreements were to expire or the pricing and other material terms of these agreements were to worsen, our business, results of operations, and financial condition would be adversely affected unless we were able to find a substitute vendor for the impacted facility on comparable or better terms. Moreover, a significant number of our important co-location agreements are with a single company and if our arrangements with this company were to change in a manner adverse to us, we could face difficulty in maintaining or growing our network on commercially viable terms. In addition, as part of our arrangements with some of our ISP partners, the ISP partner has agreed to host our 77Table of contentsequipment for free or at a discount to the partnerâ€™s customary rate. There can be no assurances that these ISP partners will continue to provide these types of favorable equipment hosting arrangements in the future.The efficient and effective operation of our network also relies upon a series of mutually beneficial arrangements with other Internet infrastructure companies. These arrangements are often referred to as â€œpeeringâ€ or â€œinterconnectionâ€ agreements, and allow us and our ISP partners to reduce bandwidth costs related to operating our respective networks. If the underlying competitive, business, or operational incentives supporting these arrangements were to change, we or our partners might terminate these agreements or allow them to expire. Many of our peering or interconnection agreements have a term of three years or less, after which such agreements auto-renew on an annual basis. Changes to the underlying incentive structure of peering arrangements may result from parties seeking to take advantage of an essential position or enter into exclusive arrangements, changes to U.S. or international laws, regulations, or policies, increasing competition between us and these Internet infrastructure providers, or changes in the norms governing the relationships among Internet infrastructure providers. Without favorable peering arrangements, we would incur significantly increased costs to continue to provide our products at their current levels and such increased costs could adversely impact our business, results of operations, and financial condition. In addition, to the extent that additional countries begin to regulate peering with outside networks, our costs may increase and our business and results of operations could be adversely impacted.If our network and products do not interoperate with our customersâ€™ internal networks and infrastructure or with third-party products, websites, or services, our network may become less competitive and our results of operations may be harmed.Our network and products must interoperate with our customersâ€™ existing internal networks and infrastructure. These complex internal systems are developed, delivered, and maintained by the customer and a myriad of vendors and service providers. As a result, the components of our customersâ€™ infrastructure have different specifications, rapidly evolve, utilize multiple protocol standards, include multiple versions and generations of products, and may be highly customized. We must be able to interoperate and provide products to customers with highly complex and customized internal networks, which requires careful planning and execution between our customers, our customer support teams and, in some cases, our channel partners. Further, when new or updated elements of our customersâ€™ infrastructure or new technology or industry standards or protocols are introduced, we may have to update or enhance our network to allow us to continue to provide our products to customers. Our competitors or other vendors may refuse to work with us to allow their products to interoperate with our network and products, which could make it difficult for our network and products to function properly in customer internal networks and infrastructures that include these third-party products.We may not deliver or maintain interoperability quickly or cost-effectively, or at all. These efforts require capital investment and engineering resources. If we fail to maintain compatibility of our network and products with our customersâ€™ internal networks and infrastructures, our customers may not be able to fully utilize our network and products, and we may, among other consequences, lose or fail to increase our market share and number of customers and experience reduced demand for our products, which would materially harm our business, results of operations, and financial condition.Because we provide some of our products through a reverse-proxy, which is a network arrangement in which Internet user requests initially are directed to our networkâ€™s servers rather than those of our customers, the source of some traffic may be difficult to ascertain. When they cannot identify the source of the traffic, some governments, third-party products, websites, or services may block our traffic or blacklist our IP addresses. If our customers experience significant instances of traffic blockages, they will experience reduced functionality or other inefficiencies, which would reduce customer satisfaction with our network and products and likelihood of renewal of their use of our products.We rely on a limited number of suppliers for certain components of the equipment we use to operate our network and any disruption in the availability of these components could delay our ability to expand or increase the capacity of our global network or replace defective equipment.We rely on a limited number of suppliers for several components of the equipment we use to operate our network and provide products to our customers. Our reliance on these suppliers exposes us to risks, including reduced control over production costs and constraints based on the then current availability, terms, and pricing of these components. For example, we generally rely on a limited number of suppliers for the servers that we use in our 78Table of contentsnetwork and we ordinarily purchase these components on a purchase-order basis, without any long-term contracts guaranteeing supply. While the network equipment and servers we purchase generally are commodity equipment and we believe an alternative supply source for servers on substantially similar terms could be identified quickly, our business could be adversely affected until those efforts are completed. In addition, the technology equipment industry has experienced component shortages and delivery delays in the past, and we may experience shortages or delays, including as a result of natural disasters, increased demand in the industry, military conflicts and geopolitical tensions, or other related conditions, or our suppliers lacking sufficient rights to supply the components in all jurisdictions in which we have co-location facilities that support our global network. For example, during 2021 and continuing through the first quarter of 2022, a global shortage of CPUs, RAM, SSDs, and other electronics resulted in supply constraints for a number of electronics firms, including manufacturers of servers. This global shortage disrupted

and increased the cost, and other shortages or similar supply constraints in the future may disrupt or increase the cost, of some of our expected purchases of network equipment and servers. If our supply of certain components is disrupted or delayed or becomes more expensive, there can be no assurance that additional supplies or components can serve as adequate replacements for the existing components or that supplies will be available on terms that are favorable to us, if at all. Any disruption or delay or additional costs in the supply of our hardware components may delay the opening of new co-location facilities, limit capacity expansion or replacement of defective or obsolete equipment at existing co-location facilities, cause other constraints on our operations that could damage our customer relationships, or otherwise adversely impact our business, financial condition, or results of operations.The actual or perceived failure of our products to block malware or prevent a security breach or incident could harm our reputation and adversely impact our business, results of operations, and financial condition.Our security products are designed to reduce the threat to our customers posed by malware and other Internet security threats. Our security products may fail to detect or prevent malware or security breaches or incidents for any number of reasons. Even where our security products perform as intended, the performance of our security products can be negatively impacted by our failure to enhance, expand, or update our network and products; improper classification of websites by our employees, automated systems, and partners which identify and track malicious websites; improper deployment or configuration of our products; the development, maintenance, and functioning of the infrastructure of the Internet as a whole; and many other factors. For example, during August and September of 2023, an unknown threat actor exploited a vulnerability in the standard HTTP/2 protocol critical to the function of the Internet and websites. This threat actor worked to generate a series of the largest-scale DDoS attacks against our network that we have recorded to date. While our systems were able to mitigate the overwhelming majority of incoming attacks, the volume overloaded some components in our network and impacted several customersâ€™ performance, all of which were quickly resolved. During the process of mitigating these attacks, our team developed new technology to stop these types of attacks and further improve our own mitigations for this and other future attacks. Although the impact of the attacks did not have a material impact on our reputation or results of operations or financial condition, other future attacks like these may materially and adversely impact our reputation, results of operations or financial condition if we cannot effectively stop or mitigate the attacks and otherwise suffer performance issues or downtime that exceeds the service level commitments under our agreements and terms of service with our paying customers.Companies are increasingly subject to a wide variety of attacks on their networks and systems, including traditional computer hackers; malicious code, such as viruses and worms; DDoS attacks; sophisticated attacks conducted or sponsored by nation-states; advanced persistent threat intrusions; ransomware; phishing attacks and other forms of social engineering; employee, vendor, or contractor errors or malfeasance; and theft or misuse of intellectual property or business or personal data, including by disgruntled employees, former employees, or contractors. External events, like the ongoing conflicts between Hamas and Israel and between Russia and Ukraine and other areas of geopolitical tension around the world and elections in the United States and elsewhere, can increase the likelihood of attacks. No security solution, including our products, can address all possible security threats or block all methods of penetrating a network or otherwise perpetrating a security incident. Accordingly, our security products may be unable to detect or prevent a threat until after our customers are impacted. As our products are adopted by an increasing number of enterprises and by increasingly larger enterprises, it is possible that the individuals and organizations behind cyber threats will focus on identifying ways to circumvent or defeat our security products. If our network is targeted by attacks specifically designed to disrupt it, it could create the perception that our security products are not capable of providing adequate security. As a provider of security products, any perceived lack of security to our network or any of our products could erode our customersâ€™ and potential customersâ€™ trust in our 79Table of contentsnetwork and products. Moreover, a high-profile security breach of, or security incident impacting, another cloud services provider could cause our customers and potential customers to lose trust in cloud solutions generally, and cloud-based products like ours in particular. Any such loss of trust could materially and adversely impact our ability to retain existing customers or attract new customers.Our customers must rely on complex network and security infrastructures, which include products and services from multiple vendors in addition to us, to secure their networks. If any of our customers becomes infected with malware, or experiences a security breach or incident, they could be disappointed with our products, regardless of whether our security products are intended to block the attack or would have blocked the attack if the customer had properly configured our products or their network, or taken other steps within their control. Additionally, if any enterprises that are publicly known to use our network and products are the subject of a cyber attack that becomes publicized, this could harm our reputation and our current or potential customers may look to our competitors for alternatives to our network and products. Customers subject to cyber attack also may seek to hold us legally liable for any loss or lack of access to sensitive data or highly valued assets that results from such an attack. Although our customer agreements provide significant limitations on our potential liability to our customers for such claims and we do not believe current legal theories would hold a service provider like us liable for such customersâ€™ losses, potential adverse future changes in laws applicable to such claims could result in significant liabilities for us.From time to time, industry or financial analysts and research firms test our network and related security products against other security products. Our products may fail to detect or prevent threats in any particular test for a number of reasons, including misconfiguration. To the extent potential customers, industry or financial analysts, or testing firms believe that the occurrence of a failure to detect or prevent any particular threat is a flaw or indicates that our products do not provide significant value or provide less value than competitive solutions, our reputation and business could be materially harmed.Any real or perceived flaws in our network, or any actual or perceived security breaches of, or security incidents impacting, our customers, could result in:â€¢a loss of existing or potential customers or channel partners;â€¢delayed or lost sales and harm to our financial condition and results of operations;â€¢a delay in attaining, or the failure to attain, market acceptance of our products;â€¢the expenditure of significant financial resources in efforts to analyze, correct, eliminate, remediate, or work around errors or defects, to address and eliminate vulnerabilities, and to address any applicable legal or contractual obligations relating to any actual or perceived security breach or incident;â€¢negative publicity and damage to our reputation and brand; andâ€¢legal claims and demands (including for stolen assets or information, repair of system damages, and compensation to customers and business partners), litigation, regulatory audits, proceedings or investigations, and other liability.Any of the above results could materially and adversely affect our business, results of operations, and financial condition.We may choose to make public disclosures in press releases, on our website and blog, through social media, and in other ways about our network, systems, products, and technology, which may include negative events, when we are not otherwise required by applicable law and those disclosures could materially and adversely impact our business, reputation, and results of operations.In the past we have been, and in the future we expect to be, transparent about our network, systems, products, and technology with our customers and the public in general. We believe that being rigorously and promptly transparent is an essential part of maintaining trust with our customers. At times, this transparency may result in us publicly disclosing information, including negative events, about our network, systems, products, and technology in circumstances where we may not be required to do so by applicable law. If and when we choose to make these types of non-legally required public disclosures, we may suffer reputational damage, loss of existing and potential new customers, litigation, indemnity obligations, damages for contract breach, penalties for violation of applicable laws or regulations, significant costs for remediation, and other liabilities that could materially and adversely impact our business, reputation, and results of operations. In addition, we face increasing regulation requiring notifications 80Table of contentsto government agencies and/or public disclosures with respect to cybersecurity, critical infrastructure, privacy and data protection, and other incidents. If we do not believe the requirements of an applicable regulation have been triggered by an incident but we otherwise make a public disclosure about the incident, then one or more government regulators may seek additional information about the incidents or may allege that we failed to comply with our notification obligations to such agency or under applicable law. Such allegations could result in harm to our reputation, distraction to our senior management team, potential investigations and fines, and loss of customers, or result in other liabilities or adverse consequences on our business.We provide service level commitments under our Enterprise subscription plan customer contracts and our Business subscription plan terms of service. If we fail to meet these contractual commitments, we could be obligated to provide credits for future service or allow customers to terminate their subscriptions and our business could suffer.Our Enterprise subscription plan agreements and our Business subscription plan terms of service typically provide for service level commitments, which contain specifications regarding the availability and performance of our network. In particular, our Enterprise subscription plan and our Business subscription plan terms of service include up to a 100% uptime guarantee. Any failure of or disruption to our infrastructure could adversely impact the security, performance, and reliability of our network and products for our customers. If we are unable to meet our stated service level commitments or if we suffer extended periods of poor performance or unavailability of our network and products, these customers could seek to bring claims against us or terminate their agreements with us and, in the case of our contracted customers, we may be contractually obligated to provide affected customers with service credits that they may apply against future subscription fees otherwise owed to us, and, in certain cases, refunds of pre-paid and other fees. For example, a route leak and a limited number of network outages during the past five years triggered certain of these types of obligations. Although the impact of the route leak and these outages did not have a material impact on our results of operations or financial condition, other future events like these may materially and adversely impact our results of operations or financial condition. Our revenue, other results of operations, and financial condition could be harmed if we suffer performance issues or downtime that exceeds the service level commitments under our agreements and terms of service with our paying customers.If our products do not obtain and maintain market acceptance, our ability to grow our business and our results of operations may be adversely affected.Our products are still evolving and it is difficult to predict customer demand and adoption rates for our product offerings. We believe that our network and cloud-based products represent a major shift from traditional solutions. Many of our potential customers, particularly large enterprises and government entities, face barriers to adopting our offerings because of their prior investment in, and the familiarity of their IT personnel with, on-premises, appliance-based solutions or other providers of cloud-based solutions. As a result, our sales process often involves extensive efforts to educate our customers about our products, particularly as we continue to pursue customer relationships with large organizations. Our customers also expect us to meet voluntary validations or adhere to industry standards and require our policies and practices to be evaluated by an independent third-party assessor. Although we currently have certain certifications and reports such as SOC2 Type 2, PCI DSS, ISO 27001, ISO 27701, and ISO 27018, C5, EU Code of Conduct, UK Cyber Essentials and FedRAMP moderate authorization, we may not be successful in continuing to maintain those certifications or in obtaining other certifications. In addition, sales to government entities and other large enterprises may in particular be conditioned upon adherence to PSPC, ISMAP, IRAP, or DoD IL4 compliance in Canada, Japan, Australia, and the United States, and we do not currently have these certifications. The costs of obtaining and maintaining certification pursuant to any of these standards are significant, and any failure to obtain and maintain such certifications for our network and products could reduce demand for them, which would harm our business, results of operations, and financial condition. To the extent our competitors have, and we do not have, these certifications, we may lose the opportunity to obtain subscriptions from certain potential paying customers.Despite our efforts, we can provide no assurance that our cloud-based products will obtain market acceptance or that competing products or services based on other cloud-based and/or on-premises technologies will not achieve market acceptance. If we fail to achieve market acceptance of our products or are unable to keep pace with industry changes or obtain necessary product certifications, our ability to grow our business, results of operations, and financial condition will be materially and adversely affected.81Table of contentsIn connection with our Web3 suite of products and our potential future participation in various Web3 protocol governance activities, we expect to hold certain types of cryptocurrency and similar types of digital assets that may be subject to unique regulatory risks, volatile market prices, and risks of loss, which could harm our business and reputation.The regulatory status of digital assets is subject to significant change. Some or all of these assets are subject to significant regulatory restrictions and have even been prohibited or effectively prohibited in some countries. If we fail to comply with regulations or prohibitions applicable to us based on these types of digital assets, we could face regulatory or other enforcement actions and potential fines and other consequences.The prices of digital assets have been and may continue to be highly volatile, including as a result of various associated risks, uncertainties and events. The prevalence of such assets is a relatively recent trend, and their long-term adoption by investors, consumers, and businesses remains uncertain. For example, the bankruptcy of FTX Trading Ltd. in November 2022 undermined investor confidence in cryptocurrencies resulting in a decline in the price of cryptocurrency and similar types of digital assets. Moreover, digital assets' lack of a physical form, their reliance on technology for their creation, existence, and transactional validation, and their decentralization may subject their integrity to the threat of malicious attacks and technological obsolescence. In addition, if the market value of the digital assets we hold increases significantly relative to the purchase prices, we could be deemed an "investment company" for purposes of the Investment Company Act of 1940, as amended, and may be required to institute burdensome compliance requirements, restricting our activities in a way that could adversely affect our business, financial condition, and results of operations.Further, digital assets have been, and may in the future be, subject to security breaches, cyber attacks, or other malicious activities, including unauthorized access and theft, as well as human errors or computer malfunctions that may result in the loss or destruction of private keys needed to access such assets. While we expect to implement appropriate security measures with respect to any future digital assets holdings, those measures may not function as expected and may not detect or prevent all unauthorized activity, prevent all security breaches or incidents, mitigate all security breaches or incidents, or protect against all attacks or incidents. If such threats are realized or the measures or controls that we create or implement to secure such assets fail, it could result in a partial or total misappropriation or loss of such digital assets.Risks Related to Legal, Tax, and Regulatory MattersActivities of our paying and free customers or the content of their websites and other Internet properties may violate applicable laws and/or our terms of service and could subject us to lawsuits, regulatory enforcement actions, and/or liability in various jurisdictions.Through our network, we provide a wide variety of products that enable our customers and our customersâ€™ users to exchange information, conduct business, and engage in various online activities both domestically and internationally. Our customers and our customersâ€™ users may use our network and products in violation of applicable law or in violation of our terms of service or the customerâ€™s own policies. The existing laws relating to the liability of providers of online products and services for activities of their users are highly unsettled and in flux both within the United States and internationally. We are currently, and in the future may be, subject to lawsuits and/or liability arising from the conduct of our customers and our customersâ€™ users. Additionally, the conduct of our customers and our customersâ€™ users may subject us to regulatory enforcement actions and/or liability. We are a defendant in lawsuits, both in the United States and abroad, seeking injunctive relief and/or damages against us based on content that is made available through our customersâ€™ websites and other Internet properties. A number of these lawsuits involve copyright infringement claims, and courts in some countries have found that we may be held liable in certain circumstances for damages arising from infringement on a customerâ€™s website, or directed us to take action by removing access to content of certain websites and other Internet properties on our network. There can be no assurance that we will not face similar litigation in the future or that we will prevail in any litigation we are facing or may face. An adverse decision in one or more of these lawsuits could materially and adversely affect our business, results of operations, and financial condition.Several U.S. federal statutes may apply to us with respect to various activities of our customers, including the Digital Millennium Copyright Act (DMCA), which provides recourse for owners of copyrighted material who believe their rights under U.S. copyright law have been infringed on the Internet; and section 230, enacted in the Communications Decency Act (CDA), which addresses blocking and screening of content on the Internet. Although 82Table of contentsthese and other similar legal provisions provide limited protections from liability for service providers like us, those protections may not be interpreted in a way that applies to us, may be amended or removed in the future, or may not provide us with complete protection from liability claims. If we are found not to be protected by the safe harbor provisions of the DMCA, CDA or other similar laws, or if we are deemed subject to laws in other countries that may not have the same protections or that may impose more onerous obligations on us, we may owe substantial damages and our brand, reputation, and financial results may be harmed.Policies and laws in this area remain highly dynamic, and we may face additional theories of intermediary liability in various jurisdictions. Many policymakers in the United States have called for a re-examination of CDA section 230 and copyright law. The Digital Services Act and Digital Markets Act have gone into effect in the European Union (EU), updating the rules governing digital services like ours and imposing additional legal requirements on certain service providers. In addition, in 2019, the EU approved a Copyright Directive that will impose additional obligations on service providers and failure to comply could give rise to significant liability. Other laws and pending legislation at the EU level (terrorist content, child sexual abuse materials) and in the United Kingdom (online harms), Australia (online harms), and India (Digital India Act), as well as other new laws like them, may also expose Internet companies like us to significant liability. We may incur additional costs to comply with these new laws, which may have an adverse effect on our business, results of operations, and financial condition.Current and future litigation subjects us to claims for very large potential damages based on a significant number of online occurrences under statutory or other damage theories. Such claims may result in liability that exceeds our ability to pay or our insurance coverage. Even if claims against us are ultimately unsuccessful, defending against such claims will increase our legal expenses and divert managementâ€™s attention from the operation of our business, which could

materially and adversely impact our business and results of operations.Our policies regarding user privacy could cause us to experience adverse business and reputational consequences with customers, employees, suppliers, government entities, and other third parties.As a company, we strive to protect our customersâ€™ privacy consistent with applicable law. Consequently, we generally do not provide personal information about our customers or their users without legal process. In accordance with our contractual commitments to our customers, we may need to challenge legal process requesting disclosure of personal information where such requests are inconsistent with applicable data protection laws. In addition, from time to time, government entities may seek or demand our assistance with obtaining information about our customers or their users or could request that we modify our network and products in a manner to permit access or monitoring. In light of our privacy commitments, we may legally challenge certain law enforcement requests, such as requests to provide a feed of content transiting our network, to obtain encryption keys, or to modify or weaken encryption. We also may face complaints from individuals who assert we have provided their information improperly to law enforcement or in response to third-party abuse complaints, despite policies we have in place to protect that information. To the extent that we do not provide assistance to or comply with requests from government entities or challenge those requests publicly or in court, we may experience adverse political, business, and reputational consequences. We may also face such adverse political, business, and reputational consequences to the extent that we provide, or are perceived as providing, assistance to government entities that exceeds our legal obligations. For example, we periodically receive requests for information purportedly originating from law enforcement agencies or pursuant to legal process, but which are fraudulent or improper attempts to cause us to reveal customer information. Any such disclosure could significantly and adversely impact our business and reputation.We publish a transparency report on a semi-annual basis to provide details of law enforcement and government requests we receive. Our transparency report also includes a list of certain actions we have not taken in response to law enforcement requests. If we are ever required by law enforcement to take one or more of the actions covered by those disclosures, then we would have to remove the applicable disclosures from our transparency report. Both the publishing of our transparency report and, conversely, the potential narrowing of the list of actions we have not taken in response to law enforcement requests could damage our business and reputation.Our business could be adversely impacted by changes in Internet access for our customers as a result of competitive behavior or laws specifically governing the Internet.Our network performance and reliability depends on the quality of our customersâ€™ access to the Internet. Certain features of our network require significant bandwidth and fidelity to work effectively. Internet access is frequently 83Table of contentsprovided by companies that have significant market power that could take actions that degrade, disrupt, or increase the cost of user access to our network, which would negatively impact our business. We could incur greater operating expenses and our customer acquisition and retention could be negatively impacted if other network operators:â€¢implement usage-based pricing;â€¢discount pricing for competitive products;â€¢otherwise materially change their pricing rates or schemes;â€¢charge us to deliver our traffic at certain levels or at all;â€¢throttle traffic based on its source or type;â€¢implement bandwidth caps or other usage restrictions; orâ€¢otherwise try to monetize or control access to their networks.In addition, there are various laws and regulations that could impede the growth of the Internet or online services, and new laws and regulations may be adopted in the future. These laws and regulations could involve interconnection and network management; taxation; tariffs; privacy; data protection; information security; content; copyrights; distribution; electronic contracts and other communications; consumer protection; and requirements for the characteristics and quality of services, any of which could decrease the demand for, or the usage of, our products. Legislators and regulators may make legal and regulatory changes, or interpret and apply existing laws, in ways that require us to incur substantial costs, expose us to unanticipated civil or criminal liability, or cause us to change our business practices. If these changes are implemented, it could have an adverse and negative impact on our business. In addition, we may be banned from providing our products in certain countries, which would prevent our ability to grow our business in such markets and would also have a detrimental impact on the performance and scope of our network. Russia, for example, has blocked designated virtual private networks since December 2021, and included one of our products, Cloudflare WARP, in its list of banned services. These changes or increased costs could materially harm our business, results of operations, and financial condition.Failure to comply with laws and regulations applicable to our business could subject us to fines and penalties and could also cause us to lose customers or otherwise harm our business.Our business is subject to regulation by various federal, state, local, and non-U.S. governmental agencies, including agencies responsible for monitoring and enforcing compliance with various legal obligations, such as privacy, data protection, and information security laws and regulations, intellectual property laws, telecommunications laws and regulations, employment and labor laws, workplace safety, environmental laws, consumer protection laws, anti-bribery laws, governmental trade sanctions laws, import and export controls, anti-corruption and anti-bribery laws, federal securities laws, and tax laws and regulations. In addition, emerging tools and technologies we may utilize in providing our products and solutions, like artificial intelligence and machine learning, may also become subject to regulation under new laws or new applications of existing laws. In certain jurisdictions, some or all of these regulatory requirements may be more stringent than in the United States. In addition, the United States and other countries are considering expanding or have expanded regulatory requirements for services such as ours, with potential requirements such as collection and verification of customer data, limitations on the use of non-personal data, cybersecurity incident reporting obligations, expanded registration requirements, or requirements to have personnel in the country. The rapid expansion of proposed regulations, as well as possible conflicting requirements, may make it challenging for us to identify and comply with all new global regulations that may apply to our services.These laws and regulations impose added costs on our business. Actual or perceived noncompliance with applicable regulations or requirements could subject us to:â€¢investigations, enforcement actions, and sanctions;â€¢mandatory changes to our network and products;â€¢disgorgement of profits, fines, and damages;â€¢civil and criminal penalties or injunctions;84Table of contentsâ€¢claims for damages by our customers or channel partners;â€¢termination of contracts;â€¢loss of intellectual property rights; andâ€¢temporary or permanent debarment from sales to government organizations.If any governmental sanctions are imposed, or if we do not prevail in any possible civil or criminal litigation, our business, results of operations, and financial condition could be adversely affected. In addition, responding to any action will likely result in a significant diversion of our managementâ€™s attention and resources and an increase in professional fees. Enforcement actions and sanctions could materially harm our business, results of operations, and financial condition.Additionally, companies in the technology industry have recently experienced increased regulatory scrutiny. The rapid growth of our business and the products that we offer may also result in increased regulatory scrutiny of our company in particular. Any reviews by regulatory agencies or legislatures may result in substantial regulatory fines, changes to our business practices, and other penalties, which could negatively affect our business and results of operations. Changes in social, political, and regulatory conditions or in laws and policies governing a wide range of topics may cause us to change our business practices. Further, our expansion into a variety of new fields also could raise a number of new regulatory issues. These factors could negatively affect our business and results of operations in material ways.Our actual or perceived failure to comply with privacy, data protection, information security, and other applicable laws, regulations, and obligations could harm our business.We receive, store, use, and otherwise process personal information and other information relating to individuals. There are numerous federal, state, local, and international laws and regulations regarding privacy, data protection, information security, and the storing, sharing, use, processing, transfer, disclosure, and protection of personal information and other content, the scope of which are changing, subject to differing interpretations, and may be inconsistent among jurisdictions, or conflict with other rules. Not only is the number of data protection laws rising globally and within the United States, but existing laws and regulations are evolving. Together, this legislative framework may result in ever-increasing regulatory and public scrutiny and escalating levels of enforcement and sanctions. For example, the EUâ€™s General Data Protection Regulation (GDPR) imposes stringent data protection requirements and provides for penalties for noncompliance of up to the greater of â‚¬20Â million or four percent of worldwide annual revenues. In addition, the GDPR and the data protection laws of a number of other jurisdictions such as Japan, China, and South Korea, prohibit cross-border data transfers unless certain contractual and other conditions are met. This requires us to incur substantial costs and engage in additional contract negotiations with some of our customers and vendors to ensure the conditions established by these data protection regulations are met. Some countries are also considering or have enacted legislation and/or certification schemes requiring local storage and processing of data, or other sovereignty-oriented requirements, that could increase the cost and complexity of delivering our services. For example, the European Union Agency for Cybersecurityâ€™s draft version of the European Cybersecurity Certification Scheme for Cloud Services may require EU data sovereignty for companies seeking to obtain the highest certification level. In addition, the interpretation of existing privacy, data protection, and information security laws and regulations by governmental entities and the courts may change significantly over time in a manner that can have a significantly adverse impact on both our business and our customersâ€™ businesses. For example, in July 2020, the Court of Justice of the European Union (CJEU) in the "Schrems II" case invalidated the EU-U.S. Privacy Shield that was widely used by us and other companies to allow for the lawful transfer of personal data of European Economic Area (EEA) residents to the United States for processing under the GDPR and placed additional requirements on the use of the EU Standard Contractual Clauses (EU SCCs) as a mechanism for transferring EEA personal data to the United States. We incurred substantial costs and needed to engage in additional contract negotiations with some of our customers and vendors in connection with updated EU SCCs and the United Kingdom addendum to the EU SCCs or other appropriate contractual provisions that we sought to put in place with our customers and vendors. In July 2023, the European Commission adopted an adequacy decision for the new EU-U.S. Data Privacy Framework, which is designed to address the concerns raised in the Schrems II case. However, the European 85Table of contentsCommissionâ€™s adequacy decision regarding this framework will be subject to future reviews and may be subject to suspension, amendment, repeal, or limitations to its scope by the European Commission. While this new framework may serve as a means for cloud service providers like our company to freely transfer EU personal data to the United States, many aspects of this new framework remain uncertain. It may be subject to future legal challenge, and some customers and vendors are unwilling to rely on the new framework due to this uncertainty. In addition, in January 2023, the European Data Protection Board issued its 2022 Coordinated Enforcement Action on the use of cloud-based services by the public sector, in which it expressed concerns that EU public sector entities may not be able to use U.S.-based cloud service providers consistently with GDPR due to their concerns about the ability of U.S. government agencies to access EU personal data. More recently, the European Data Protection Supervisorâ€™s finding in March 2024 that the European Commissionâ€™s use of Microsoft 365 violates the GDPR in part due to EU personal data being transferred to countries that do not have adequacy with the EU suggests that EU regulators are continuing to subject data transfers outside the EU to careful scrutiny.Whether as a result of these decisions or otherwise, we may continue to see more findings from privacy regulators around the world against cloud service providers relating to cross-border personal data transfers, and may find it necessary or appropriate to modify our policies and practices to address any such findings or other legislative developments relating to cross-border personal data transfers. Implementing any new guidance from applicable regulatory authorities and otherwise responding to or addressing developments relating to cross-border personal data transfers may result in substantial costs, require changes to our policies and business practices, require us to engage in additional contractual negotiations, limit our ability to provide certain products in certain jurisdictions, limit our ability to provide certain products to certain customers, or materially adversely affect our business and operating results.Meanwhile, the United Kingdom's data protection legislation is substantially consistent with the GDPR, and the UK has adopted an extension to the EU-U.S. Data Privacy Framework, but it remains to be seen how data transfers to and from the United Kingdom will be regulated and enforced in the longer term. To the extent future United Kingdom data protection requirements diverge significantly from the GDPR, they may result in substantial costs, require changes to our business practices, limit our ability to provide certain products in certain jurisdictions, limit our ability to provide certain products to certain customers, or materially adversely affect our business and operating results. We also expect that there will continue to be new, and amendments to existing, laws, regulations, and industry standards concerning privacy, data protection, and information security proposed and enacted in the United States and various individual U.S. states. In the United States, various federal laws and regulations already apply to the collection, processing, disclosure and security of certain types of data, including the Electronic Communications Privacy Act, the Computer Fraud and Abuse Act, the Health Insurance Portability and Accountability Act of 1996, and the Gramm-Leach-Bliley Act. In addition, there are also a number of recently enacted or proposed U.S. federal and state privacy and data protection bills in Congress and state legislatures across the country.We are also subject to the terms of our privacy policies and contractual obligations to third parties related to privacy, data protection, and information security. We strive to comply with applicable laws, regulations, policies, and other legal obligations relating to privacy, data protection, and information security to the extent possible. However, the regulatory framework for privacy and data protection worldwide is evolving rapidly, and it is possible that these or other actual or alleged obligations may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices. As data protection compliance complexity grows, we may be required to incur substantial costs to adapt our policies and business practices as well as engage in additional contractual negotiations.Any failure or perceived failure by us to comply with our privacy policies, our privacy-related obligations to customers or other third parties, applicable laws or regulations, or any of our other legal obligations relating to privacy, data protection, or information security may result in governmental investigations or enforcement actions, litigation, claims, or public statements against us by consumer advocacy groups or others and could result in significant liability or cause our customers to lose trust in us, which could cause them to cease or reduce use of our products and otherwise have an adverse effect on our reputation and business. Furthermore, the costs of compliance with, and other burdens imposed by, the laws, regulations, and policies that are applicable to the businesses of our customers may limit the adoption and use of, and reduce the overall demand for, our products.Additionally, if third parties we work with, such as sub-processors, vendors, or developers, violate applicable laws or regulations, contractual obligations, or our policiesâ€”or if it is perceived that such violations have occurredâ€”such actual or perceived violations may also have an adverse effect on our business. Further, any significant change to 86Table of contentsapplicable laws, regulations, or industry practices regarding the collection, use, retention, security, disclosure, or other processing of usersâ€™ content, or regarding the manner in which the express or implied consent of users for the collection, use, retention, disclosure, or other processing of such content is obtained, could increase our costs and require us to modify our network, products, and features, possibly in a material manner, which we may be unable to complete, and may limit our ability to store and process customer data or develop new products and features.We are subject to anti-corruption, anti-bribery, and similar laws, and noncompliance with such laws can subject us to criminal penalties or significant fines and harm our business and reputation.We are subject to the U.S. Foreign Corrupt Practices Act of 1977, the UK Bribery Act 2010, and other anti-corruption, anti-bribery, anti-money laundering, and similar laws in the United States and other countries in which we conduct activities. Anti-corruption and anti-bribery laws, which have been enforced aggressively and are interpreted broadly, prohibit companies and their employees and agents from promising, authorizing, making, or offering improper payments or other benefits to government officials and others in the public sector. We leverage third parties, including channel partners, to sell subscriptions to our products, host many of our co-location facilities for our network, and conduct our business in the United States and abroad. We and these third parties may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities and we may be held liable for the corrupt or other illegal activities of our business partners and intermediaries, our employees, representatives, contractors, channel partners and agents, even if we do not explicitly authorize such activities. Further, some of our international sales activity occurs, and some of our network infrastructure is located, in parts of the world that are recognized as having a greater potential for business practices that violate anti-corruption, anti-bribery, or similar laws.We cannot assure you that all of our employees and agents, including our channel partners, have complied with, or in the future will comply with, our policies and applicable law. As we continue to increase our international sales and business and expand our network globally, our risks under these laws may increase. The investigation of possible violations of these laws, including internal investigations and compliance reviews that we may conduct from time to time, could have a material adverse effect on our business. Actual or perceived noncompliance with these laws could subject us to investigations, severe criminal or civil sanctions, settlements, prosecution, loss of export privileges, suspension or debarment from U.S. government contracts and other contracts, other enforcement actions, the appointment of a monitor, disgorgement of profits, significant fines, damages, other civil and criminal penalties or injunctions, whistleblower complaints, adverse media coverage and other consequences. Other internal and government investigations, regulatory proceedings, or litigation, including private litigation filed by our stockholders, may also follow as a consequence. Any investigations, actions, or sanctions could materially harm our reputation, business, results of operations, and financial condition. Further, the promulgation of new anti-corruption and anti-bribery laws, rules or regulations or new interpretations of current anti-corruption and anti-bribery laws, rules or regulations could impact the way we do business in other countries, including requiring us to change certain aspects of our business to ensure compliance, which could reduce revenue, increase costs, or subject us to additional liabilities.We may face fines, penalties, or other costs, either directly or vicariously, if any of our partners, resellers, contractors, vendors or other third parties fail to adhere to their compliance obligations under our policies and applicable law.We use a number of partners, resellers, contractors, vendors and other third parties to perform services or act on our behalf in areas like sales, network infrastructure,

administration, research, and marketing. It may be the case that one or more of those third parties fail to adhere to our policies or violate applicable federal, state, local, and international laws, including but not limited to, those related to corruption, bribery, economic sanctions, and export/import controls. Despite the significant challenges in asserting and maintaining control and compliance by these third parties, we may be held fully liable for third partiesâ€™ actions as fully as if they were a direct employee of ours. Such liabilities may create harm to our reputation, inhibit our plans for expansion, or lead to extensive liability either to private parties or government regulators, which could adversely impact our business, results of operations, and financial condition.We may have exposure to greater than anticipated income tax liabilities in the United States and in foreign jurisdictions, requiring us to exercise judgment in determining the applicability of certain tax laws, and this could subject us to potentially adverse tax consequences and adversely impact our results of operations.87Table of contentsWe operate in a number of tax jurisdictions globally, including in the United States at the federal, state, and local levels, and in many other countries, and plan to continue to expand the scale of our operations in the future. As a result, we are subject to income tax in the United States and a number of other jurisdictions. In the ordinary course of our global business, we are also subject to various jurisdictional rules regarding the timing and allocation of revenue and expenses, resulting in intercompany transactions and calculations where the ultimate tax determination is uncertain. To the extent taxing authorities may disagree with our positions, it could result in additional taxes, interest, and penalties. Significant judgment is required in determining our worldwide provision for income taxes. Our effective income tax rate may be impacted by changes in the mix of earnings in countries with differing statutory tax rates, changes in non-deductible expenses, changes in excess tax benefits from stock-based compensation, changes in the valuation of deferred tax assets and liabilities and our ability to utilize them, the applicability of withholding taxes, and the effects from acquisitions.Changes in accounting principles, changes in global tax laws, regulations or rates, or changes in taxing jurisdictionsâ€™ administrative interpretations, decisions, policies, and positions could also impact our provision for income taxes. For example, the United States enacted the Inflation Reduction Act in August 2022, which, among other provisions, implements a 15% corporate alternative minimum tax on adjusted financial statement income, effective in taxable years beginning after December 31, 2022, and a 1% excise tax on share repurchases, effective for repurchases made after December 31, 2022, which could include transactions with respect to capped call transactions such as those we entered into in 2020 and 2021. Additionally, the Organization for Economic Cooperation and Development (OECD) published model rules within the OECD/G20 Inclusive Framework on Base Erosion and Profit Shifting (the Inclusive Framework) to address the challenges arising from the digitalization of the global economy. The Inclusive Framework includes provisions related to the taxation of the digital economy and the establishment of a 15% global minimum tax under Pillar Two. While several countries have adopted, or intend to adopt, parts of the Inclusive Framework, some other countries are considering similar changes to their existing tax laws. Any of the foregoing changes could have an adverse impact on our results of operations, cash flows, and financial condition.From time to time, we may be subject to income tax audits. While we believe our tax estimates are reasonable and that we have complied with all applicable tax laws, there can be no assurance that a governing tax authority will not have a different interpretation of the law and assess us with additional taxes, including with respect to intercompany transfer pricing. We cannot ensure that the final determination of tax audits or tax disputes will not be different from what is reflected in our historical income tax provisions and accruals and that the outcomes from these continuous examinations will not have an adverse effect on our results of operations.Our results of operations may be harmed if we are required to collect sales and use, value-added, or similar taxes for our products in jurisdictions where we have not historically done so.We are subject to indirect taxes, such as payroll, sales, use, value-added, goods and services, property, and digital services taxes, in both the United States and various foreign jurisdictions. Sales and use, value-added, goods and services, and similar tax laws and rates vary greatly by jurisdiction. Our customers can be located in one jurisdiction, utilize our network and products through our network equipment in a different jurisdiction, and pay us from an account located in a third jurisdiction. This divergence, along with the jurisdiction-by-jurisdiction variance in tax laws, causes significant uncertainty in the tax treatment of our business. There is further uncertainty as to what constitutes sufficient physical presence or nexus for a national, state, or local jurisdiction to levy taxes, fees, and surcharges for sales made over the Internet. There is also uncertainty as to whether our characterization of our network and products as not taxable in certain jurisdictions will be accepted by national, state, and local taxing authorities. In determining our tax filing obligations, management has made judgments regarding whether our activities in a jurisdiction rise to the level of taxability. These judgments may prove inaccurate, and one or more states or countries may seek to impose additional sales, use, or other tax collection obligations on us, including for past sales made by us. We currently face, and in the future may continue to face, non-income tax audits. In the event of an adverse audit outcome, tax authorities could assert that we are obligated to collect additional taxes from our customers, which could exceed our estimated liabilities. A successful assertion by a state, country, or other jurisdiction that we should have been or should be collecting additional sales, use, or other taxes on our network and products could, among other things, result in substantial tax liabilities for past sales, create significant administrative burdens for us, 88Table of contentsdiscourage customers from purchasing our network and products, or otherwise harm our business, results of operations, and financial condition.Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited.Under certain circumstances, our income tax obligations may be reduced as a result of our net operating loss carryforwards and other tax attributes. As of DecemberÂ 31, 2023, we had net operating loss carryforwards for U.S. federal and state income tax purposes of $1,385.1 million and $756.1 million, which will begin to expire in 2029 and 2030, respectively. We had net operating loss carryforwards for U.K. income tax purposes of $207.2Â million that can be carried forward indefinitely. Also as of DecemberÂ 31, 2023, we had U.S. federal and state research and development tax credit carryforwards of $63.6 million and $29.8 million that will begin to expire in 2029 and 2039, respectively.Utilization of our net operating loss carryforwards and other tax attributes, such as research and development tax credits, may be subject to annual limitations, or could be subject to other limitations on utilization or benefit due to the ownership change limitations provided by Sections 382 and 383 of the Internal Revenue Code of 1986, as amended (the Code), and other similar provisions. Under Sections 382 and 383 of the Code, if a corporation undergoes an â€œownership change,â€ the corporationâ€™s ability to use its pre-change net operating loss carryforwards and other pre-change attributes, such as research tax credits, to offset its post-change income may be limited. In general, an â€œownership changeâ€ will occur if there is a cumulative change in our ownership by â€œ5-percent shareholdersâ€ that exceeds 50 percentage points over a rolling three-year period. Similar rules may apply under state tax laws. We may have experienced various ownership changes in the past, and we may experience ownership changes in the future as a result of subsequent changes in our stock ownership, some of which may be outside our control. Net operating loss carryforwards and other tax assets could expire before utilization and could be subject to limitations, which could harm our business and financial results. It is also possible that federal, state, and non-U.S. tax authorities will enact additional legislation limiting our ability to use our carryforwards, some of which may adversely impact our business.If we are deemed an investment company under the Investment Company Act of 1940, as amended (the 1940 Act), applicable restrictions could make it impractical for us to continue our business as contemplated and could have a material adverse effect on our business, results of operations, and financial condition.Under the 1940 Act, a company generally will be deemed to be an â€œinvestment companyâ€ if (1) it is, or holds itself out as being, engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting or trading in securities or (2) it engages, or proposes to engage, in the business of investing, reinvesting, owning, holding or trading in securities and it owns or proposes to acquire investment securities having a value exceeding 40% of the value of its total assets (exclusive of U.S. government securities and cash items) on an unconsolidated basis. We do not believe that we are an â€œinvestment companyâ€ under the 1940 Act.We have historically qualified for an exemption from registration under the 1940 Act for â€œresearch and development companiesâ€ as defined in Rule 3a-8 promulgated under the 1940 Act. To provide clarity on our investment company status in the longer term, we applied for and, in April 2023, received an order from the SEC stating that we are primarily engaged in a business other than that of investing, reinvesting, owning, holding or trading in securities, and therefore not an investment company, subject to compliance with certain conditions. Notwithstanding the exemptive order, we believe that we have never been an investment company because, among other reasons, we are primarily engaged in the business of a global cloud services provider.We intend to operate our business as described in the exemptive order; however, it is possible that our business will change in the future. If the SEC were to find that the circumstances that gave rise to the issuance of the exemptive order no longer exist, the SEC may revoke the exemptive order. If the exemptive order were revoked or we are unable otherwise to rely on the exemptive order or another applicable exemption, we may be required to institute burdensome requirements to comply with the 1940 Act, which may restrict our activities in a way that could adversely affect our business, results of operations, and financial condition.Risks Related to International Operations89Table of contentsOur international operations expose us to significant risks, and failure to manage those risks could materially and adversely impact our business and results of operations.Historically, we have derived a significant portion of our revenue from outside the United States. We derived 49% and 47% of our revenue from our international customers for the three months ended JuneÂ 30, 2024 and 2023, respectively, and 48% and 47% of our revenue from our international customers for the six months ended JuneÂ 30, 2024 and 2023, respectively. We are continuing to adapt to and develop strategies to address international markets and our growth strategy includes expansion into geographies around the world, but there is no guarantee that such efforts will be successful. In addition, our global network includes co-location facilities located in more than 330 cities and over 120 countries worldwide as of JuneÂ 30, 2024. We expect that our international sales and network activities will continue to grow in the future, as we continue to pursue opportunities in international markets and further grow our network around the world. These international operations will require significant management attention and financial resources and are subject to substantial risks, including:â€¢geopolitical, economic, and social uncertainties, including the potential nationalization of key peering partners by foreign governments or political unrest that affects our ability to continue to work with particular peering partners, potential terrorist activities, military conflict or war, trade policies and sanctions, and the unknown impact of regional or global health crises, or epidemic or pandemic diseases, such as the COVID-19 pandemic;â€¢changes in a specific countryâ€™s or regionâ€™s political or economic conditions, including the impact of elections and other changes in governments;â€¢unexpected costs for the localization of our products, including translation into foreign languages and adaptation for local practices, certifications, and legal and regulatory requirements;â€¢greater difficulty in enforcing contracts and accounts receivable collection, and longer collection periods;â€¢reduced or uncertain protection for intellectual property rights in some countries;â€¢requirements to open local offices or otherwise maintain a local presence in some countries;â€¢greater risk of unexpected changes in regulatory practices, tariffs, and tax laws and treaties, including with respect to our business in China;â€¢increased risk to our local employees of government pressure, including potential threats of prosecution or imprisonment, in connection with enforcement of local legal and regulatory requirements;â€¢greater risk of a failure of foreign employees and channel partners to comply with both U.S. and foreign laws, including antitrust regulations, anti-bribery laws, export and import control laws, and any applicable trade regulations ensuring fair trade practices;â€¢heightened security risks associated with our co-location facilities and related equipment in high-risk countries and the software code and systems access shared with our service providers located in such countries, including in the Hong Kong region as a result of the National Security Law passed in June 2020;â€¢greater security and oversight risks associated with third-party contractors that we use to install and maintain our hardware in co-location facilities in foreign countries and the limited background checks and screening that we can perform on such service providers;â€¢laws and regulations related to privacy, data protection, security requirements, data localization, or content restriction that could pose risks to our intellectual property, increase the cost of doing business in a country, subject us to greater risks of claims and enforcement actions by regulators or others, subject us and our current and potential customers to burdensome requirements, increase the chance that current and potential customers may be unable to use our products or may be required to lessen or alter how they use our products, or create other disadvantages to our business or negative impacts on our results of operations;â€¢increased expenses incurred in establishing and maintaining office space and equipment for our international operations;â€¢greater difficulty in identifying, attracting, and retaining local qualified personnel and the costs and expenses associated with such activities;â€¢differing employment practices and labor relations issues, which may make expansion or contraction of our workforce, or changes in the terms of employment, in such countries more costly and time-consuming and subject us to a greater risk of disputes or litigation;90Table of contentsâ€¢increased regulatory requirements and litigation risk related to the presence of our physical infrastructure in countries around the world;â€¢difficulties in managing and staffing international offices and increased travel, infrastructure, and legal compliance costs associated with operating multiple international locations; andâ€¢fluctuations in exchange rates between the U.S. dollar and foreign currencies in markets where we do business, particularly the United Kingdom, the European Union, and Singapore where we have large offices or a large number of employees and pay employees in local currency.The expansion of our existing international operations and entry into additional international markets will require significant management attention and financial resources. Our failure to successfully manage our international operations and the associated risks could limit the future growth of our business. In particular, we are exposed to risks in China, which amounts to a significant part of both our short-term and long-term revenue growth plans. Our Chinese operations are substantially dependent on our relationship with JD Cloud and due to economic and political challenges in servicing the Chinese market, the loss of this arrangement could have a significant adverse effect on our business and results of operations.Geopolitical events, including the ongoing conflicts between Hamas and Israel and between Russia and Ukraine or other areas of geopolitical tension around the world, or any worsening or expansion of those conflicts or geopolitical tensions, may increase the likelihood of certain of these risks materializing or heighten their impact on us in affected regions. In addition, heightened use of trade restrictions and sanctions, including tariffs or prohibitions on technology transfers to achieve diplomatic ends could impact our ability to conduct our business as planned.As discussed in greater detail above in our risk factor titled "Our actual or perceived failure to comply with privacy, data protection, information security, and other applicable laws, regulations, and obligations could harm our business," recent changes in privacy and data protection laws in a number of countries and supranational organizations have created uncertainty around the requirements related to transfers of personal data between jurisdictions, including transfers to the United States. As a result of this uncertainty, our current and potential customers in certain regions may be concerned about whether they are able to transfer personal data to the United States in connection with the usage of our global network and products. If these concerns result in our current and potential customers in those regions reducing their usage of our products, then our results of operations could be adversely impacted. Further, we anticipate needing to identify different transfer mechanisms and/or change our use of certain standard contractual clauses in order to lawfully transfer certain personal data from those regions to the United States. This could result in substantial costs, require changes to our policies and business practices, require us to engage in additional contractual obligations, limit our ability to provide certain products in certain jurisdictions, or materially adversely affect our business and operating results.We are exposed to fluctuations in currency exchange rates, which could negatively affect our results of operations.Substantially all of our sales contracts are denominated in U.S. dollars and, therefore, substantially all of our revenue is not subject to foreign currency risk. However, a strengthening of the U.S. dollar has increased and may continue to increase the real cost of our products to our customers outside of the United States, which could reduce demand for our products or cause us to discount our products, which could adversely affect our financial condition and results of operations.As our international operations expand, an increasing portion of our operating expenses is incurred outside the United States and is denominated in foreign currencies, such as the British Pound, Euro, and Singapore Dollar. In addition, in the future we may begin to generally allow customers in some countries outside the United States to pay us for our products in the currencies of those countries. Accordingly, our revenue and operating expenses may be increasingly subject to fluctuations due to changes in foreign currency exchange rates. As we continue to expand our international operations, we may become more exposed to foreign currency risk or remeasurement risk.In the second quarter of 2024, we initiated a foreign exchange hedging program leveraging derivative instruments to minimize the effects of currency fluctuations on certain non-U.S. Dollar denominated operating exposures. However, such hedging instruments may not successfully mitigate losses caused by currency fluctuations, and our hedging positions may be partial or may not exist at all in the future. In addition, the use of hedging instruments may bring additional risks if we are unable to arrange effective hedges with such instruments or if we are unable to forecast 91Table of contentshedged exposures precisely. While we have in the past, and may in the future, choose to enter into transactions to hedge portions of our foreign exchange exposures, it is impossible to predict or eliminate the effects of foreign exchange rate exposure, and if we become more exposed to currency fluctuations and are not able to successfully hedge against the risks associated with currency fluctuations, our results of operations could be materially and adversely affected.Our business could be adversely impacted by the decision of foreign governments, Internet service providers, or others, to block transmission from Cloudflare IP addresses or domains in order to enforce certain Internet content blocking efforts.Some of our security products involve making origin IP addresses and other operational assets of our customers more difficult for cyber attackers to target. The evolving design of our network and products may create challenges for various organizations, including governments, that seek to block certain content based on IP address â€œblock listsâ€ or other mechanisms. This problem is exacerbated by the fact that a single Cloudflare IP address may be used for a number of Internet properties, and the Cloudflare IP used for any one Internet property may change over time. This means that efforts by ISPs to

block a single domain name may end up blocking a number of other domains or content. If these challenges become too difficult for those organizations to overcome, they could make the decision to block content in an overbroad manner or block completely websites and other Internet properties that are using our network and/or transmitted using known Cloudflare IP addresses. Some of these blocking efforts would be out of our control once they have been put in place and may limit our ability to provide our products on a fully global basis, which could reduce demand for our products among current or potential customers that are focused on the impacted regions or could otherwise adversely impact our business, results of operations, and financial condition.Our network presence within China is dependent upon our commercial relationship with JD Cloud, and any detrimental changes in, or the termination of, that relationship could jeopardize our ability to offer an integrated global network that includes China.We believe our offering of an integrated global network that includes facilities in China is important to our existing and potential future customers. Our ability to continue to offer an integrated network presence that includes China currently is dependent on our commercial relationship with JD Cloud. Regulation of Internet infrastructure and traffic by the Chinese government creates challenges to the peering of Chinese and non-Chinese networks. We have a strategic agreement with JD Cloud to provide solutions that accommodate the requirements imposed by Chinese regulations through JD Cloud's development and operation of facilities in China that are included as part of our network. Our original agreement with JD Cloud was announced in 2020 and was set to expire in April 2023. A new agreement, extending the relationship, was executed in April 2023 and is set to expire in March 2026. The new agreement contains economic terms that are less favorable to us than the terms of the original agreement. Consistent with the original agreement, our new agreement with JD Cloud is subject to earlier termination by either party under certain circumstances such as the other partyâ€™s material breach and can be terminated by JD Cloud under certain circumstances if necessary Chinese governmental approvals are revoked or become limited or impaired or if public law or regulatory action by the Chinese or U.S. government expressly prohibits or materially restricts the collaboration contemplated by the agreement. The risk of such an early termination event may have increased during the current environment of economic trade negotiations and tensions between the Chinese and U.S. governments.Our customers that use our network presence in China through our JD Cloud commercial relationship are subject to Chinese laws and regulations of Internet infrastructure, traffic, and content. Under our agreement with JD Cloud, in some circumstances, these customersâ€™ use of our Chinese network presence can be terminated if they violate these laws and regulations. The removal of our customers from our Chinese network presence could result in these customers deciding to terminate their overall relationship with us. In addition, any adverse publicity associated with the removal of some or all of our customers from our Chinese network presence as a result of the application of Chinese laws and regulations could cause us to experience adverse reputational and business consequences.If our commercial relationship with JD Cloud is terminated, identifying an alternative solution in China could be difficult, time-consuming, and expensive. Even if an alternative solution is identified, we cannot be certain that the economic terms or performance of any such alternative arrangement will be comparable to our existing relationship with JD Cloud, which could materially negatively impact our financial results and customer satisfaction with such alternative arrangement. A lack of network presence in China would represent a significant loss of utility to many of our customers and could materially harm our business, financial condition, or results of operations.92Table of contentsWe are subject to governmental trade sanctions laws, and export and import controls, that could impair our ability to compete in international markets and subject us to liability if we are not in full compliance with applicable laws.Our business activities are subject to various economic and trade sanctions regulations administered by the U.S. Department of the Treasuryâ€™s Office of Foreign Assets Control (OFAC) and U.S. export control and similar foreign laws and regulations, including the U.S. Department of Commerceâ€™s Export Administration Regulations (EAR). We incorporate encryption technology into certain of our products, and the encryption products and the underlying technology may be exported outside the United States only with the required export authorizations, including by license, a license exception, or other appropriate government authorizations, including the filing of classification requests or self-classification reports. Further, the U.S. economic sanctions laws and export control laws include restrictions or prohibitions on the sale or supply of most products and services to U.S. embargoed or sanctioned countries, governments, persons, and entities. Even though we take precautions and have implemented policies and practices to assist in compliance, there is a risk that we may not be in full compliance with these laws.In 2019, we learned that we may have failed to comply with certain U.S. export-related filing and reporting requirements and may have submitted incorrect information to the U.S. government in connection with certain hardware exports. Upon learning of these potential violations and associated export control requirements, we promptly initiated a voluntary internal review and are taking remedial measures to prevent similar export control anomalies from occurring in the future. In May 2019, we submitted an initial voluntary self-disclosure to the Bureau of Industry and Security regarding potential violations of EAR and a voluntary self-disclosure to the Census Bureau regarding potential violations of the Foreign Trade Regulations. In July 2019, we filed the full and complete voluntary self-disclosures. The voluntary self-disclosure to the Census Bureau was completed with no penalties in November 2019. The voluntary self-disclosure to the Bureau of Industry and Security was completed with no penalties in June 2020.In May 2019, we submitted an initial voluntary self-disclosure to OFAC related to our non-compliance with certain economic and trade sanctions programs, and we filed the full and complete voluntary self-disclosure to OFAC in July 2019. Specifically, we identified that our products were used by, or for the benefit of, certain individuals and entities included in OFACâ€™s Specially Designated Nationals and Blocked Persons List, including entities identified in OFACâ€™s counter-terrorism and counter-narcotics trafficking sanctions programs and individuals or entities affiliated with governments currently subject to comprehensive U.S. sanctions or located in regions subject to comprehensive sanctions. A small number of these parties made payments to us in connection with their use of our products. The voluntary self-disclosure, which we may supplement as appropriate, remains under an ongoing review by OFAC.Although we have implemented, and are working to implement additional controls and screening tools designed to prevent similar activity from occurring in the future, there is no guarantee that we will not inadvertently provide our products to additional individuals, entities, or governments prohibited by U.S. sanctions in the future. Additionally, we currently provide products to certain OFAC-sanctioned regions based upon general licenses issued by OFAC to engage in such activity. We continue to review the OFAC sanctions and our practices to verify compliance.These efforts related to export controls and OFAC sanctions could result in negative consequences for us, including costs related to government investigations, financial penalties and harm to our reputation. The impact on us related to these matters could be substantial.In addition, various countries regulate the import of certain technologies and have enacted or could enact laws that could limit our ability to provide our products and operate our network or could limit our customersâ€™ ability to access or use our network and products in those countries.If we are found to have violated the U.S. or foreign laws and regulations, we and certain of our employees could be subject to civil or criminal penalties, including the possible loss of export privileges and fines. We may be materially and adversely affected through penalties, reputational harm, loss of access to certain markets, loss of customers, or otherwise. Obtaining the necessary authorizations, including any required license, for a particular transaction may be time-consuming, is not guaranteed, and may result in the delay or loss of sales opportunities. In addition, changes in our network, products, or screening process, or changes in export, sanctions, and import laws, could delay the introduction and sale of subscriptions to our products in international markets, prevent customers in certain countries from accessing our network and products or, in some cases, prevent the provision of our network 93Table of contentsand products to certain countries, governments, persons, or entities altogether. Any decrease in our ability to sell our products could materially and adversely affect our business, results of operations, and financial condition.Risks Related to Intellectual PropertyWe are currently, and may be in the future, party to intellectual property rights claims and other litigation matters that, if resolved adversely, could have a material impact on our business, results of operations, or financial condition.We own a large number of patents, copyrights, trademarks, domain names, and trade secrets and, from time to time, are subject to litigation based on allegations of infringement, misappropriation, or other violations of intellectual property or other rights. As we face increasing competition and gain an increasingly high profile, the possibility of intellectual property rights claims, commercial claims, and other assertions against us grows. In addition, a number of companies in our industry hold a large number of patents and also protect their copyright, trade secret, trademark, and other intellectual property rights, and companies in the networking and security industry frequently enter into litigation based on allegations of patent infringement or other violations of intellectual property rights. We have in the past been, are currently, and may from time to time in the future become, a party to litigation and disputes related to intellectual property, our business practices, and our products. For example, we are a defendant in lawsuits, both in the United States and abroad, seeking injunctive relief and/or damages against us based on claims of alleged patent infringement and claims of alleged copyright infringement through content on our customersâ€™ websites. Courts in some countries have found that we may be held liable in certain circumstances for damages arising from infringement on a customerâ€™s website or directed us to take action by removing access to content of certain websites and other Internet properties on our network. We may also be subject to governmental and other regulatory investigations from time to time. The costs of supporting litigation and dispute resolution proceedings are considerable, and there can be no assurances that a favorable outcome will be obtained. Disputes, whether or not favorably resolved, also may generate negative publicity and damage our reputation. We may need to settle litigation and disputes on terms that are unfavorable to us, or we may be subject to an unfavorable judgment that may not be reversible upon appeal. The terms of any settlement or judgment may require us to cease some or all of our operations or pay substantial amounts to the other party. With respect to any intellectual property rights claim, we may have to seek a license to continue practices found to be in violation of third-party rights, which may not be available on reasonable terms and may significantly increase our operating expenses. A license to continue such practices may not be available to us at all, and we may be required to develop alternative non-infringing technology or practices or discontinue the practices. The development of alternative, non-infringing technology or practices could require significant effort and expense. Our business, results of operations, and financial condition could be materially and adversely affected as a result.Indemnity provisions in various agreements potentially expose us to substantial liability for intellectual property infringement and other losses.Our agreements with certain of our customers or other third parties may include indemnification or other provisions under which we agree to indemnify or otherwise be liable to them for losses suffered or incurred as a result of claims of intellectual property infringement, damages caused by us to property or persons, or other liabilities relating to or arising from the use of our network and products or other acts or omissions. The term of these contractual provisions often survives termination or expiration of the applicable agreement. We have in the past been sued on the basis of alleged violation of intellectual property rights in the form of patents and trade secrets. Although we were successful in defending the claims to date, as we continue to grow, the possibility of these and other intellectual property rights claims against us may increase. For any intellectual property rights indemnification claim against us or our customers, we may incur significant legal expenses and have to pay damages, pay license fees and/or stop using technology found to be in violation of the third partyâ€™s rights. Large indemnity payments could harm our business, results of operations, and financial condition. We may also have to seek a license for the disputed technology, but such a license may not be available on reasonable terms, if at all, and may significantly increase our operating expenses or may require us to restrict our business activities and limit our ability to deliver certain products. As a result, we may also be required to develop alternative non-infringing technology, which could require significant effort and expense and/or cause us to alter our network or products, which could negatively affect our business.From time to time, customers require us to indemnify or otherwise be liable to them for breach of confidentiality, violation of applicable law, or failure to implement adequate security measures with respect to their data stored, 94Table of contentstransmitted, or accessed using our network and products. Our standard Enterprise plan agreements provide limited indemnification to our customers based on third-party claims related to our violation of intellectual property rights, and some of our Enterprise plan agreements offer indemnification for claims beyond that scope. The existence of such a dispute may have adverse effects on our customer relationship and reputation and we may still incur substantial liability related to them.Any assertions by a third party, whether or not successful, with respect to such indemnification obligations could subject us to costly and time-consuming litigation, expensive remediation and licenses, divert management attention and financial resources, harm our relationship with that customer and other current and prospective customers, reduce demand for our products, and harm our brand, business, results of operations, and financial condition.Our failure to protect our intellectual property rights and proprietary information could diminish our brand and other intangible assets.We rely and expect to continue to rely on a combination of patent, patent licenses, trade secret, domain name protection, trademarks, copyrights, and confidentiality and license agreements with our employees, consultants, and third parties in order to protect our intellectual property rights and proprietary information. As of JuneÂ 30, 2024, we had 320 issued patents and 78 pending patent applications in the United States and abroad. However, third parties may knowingly or unknowingly infringe our intellectual property rights. Third parties may challenge our intellectual property rights, pending and future patent, trademark, and copyright applications may not be approved, and we may not be able to prevent infringement, misappropriation, or violations of our intellectual property rights without incurring substantial expense. We have also devoted substantial resources to the development of our proprietary technologies and related processes, and we provide access to these technologies and processes to certain of our vendors and partners, including JD Cloud with respect to the facilities included within our network in China. We must protect this proprietary information in order to realize commercial benefit from our investment.In order to protect our proprietary technologies and processes, we rely in part on trade secret laws and confidentiality agreements with our employees, contractors, consultants, and third parties. These agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. Further, errors made by our employees or contractors in utilizing artificial intelligence or machine learning in our products or in the operation of our business could result in proprietary or other confidential information being exposed externally. In addition, others may independently discover our trade secrets or develop similar technologies and processes, in which case we would not be able to assert trade secret rights against them. Laws in certain jurisdictions may afford little or no trade secret protection, and any changes in, or unexpected interpretations of, the intellectual property laws in any country in which we operate may compromise our ability to enforce our intellectual property rights. We may not be effective in policing unauthorized use of our intellectual property rights, and even if we do detect violations, costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and any such litigation could be unsuccessful, lead to the invalidation of our proprietary rights, or lead to counterclaims by other parties against us. If the protection of our proprietary rights is inadequate to prevent use or appropriation by third parties, the value of our network and products, brand, and other intangible assets may be diminished and competitors may be able to more effectively replicate our network and products and their features. Any of these events could materially and adversely affect our business, results of operations, and financial condition.We depend and rely upon software and technologies licensed from third parties to operate our business, and interruptions or the unavailability of these technologies may adversely affect our products, network, business, and results of operations.We rely on software, services, and other technology from third parties that we incorporate into, or integrate with, our network and products. We also rely on software, services, and other technology from third parties in order to operate critical functions of our business, including enterprise resource planning and customer relationship management services. If the software, services, or other technology we rely on become unavailable due to extended outages, the third-party provider disabling our access, expiration or termination of licenses, or because they are otherwise no longer available on commercially reasonable terms, our expenses could increase, and our ability to operate our network, provide our products, and our results of operations could be impaired until equivalent software, technology, or services are obtained or replacements are developed, all of which could adversely affect our business.95Table of contentsIf we are unable to license necessary technology from third parties now or in the future, we may be forced to acquire or develop alternative technology, which we may be unable to do in a commercially feasible manner or at all, and we may be required to use alternative technology of lower quality or performance. This could limit and delay our ability to offer new or competitive products and increase our costs of production. As a result, our business and results of operations could be significantly harmed.We cannot be certain that those from whom we license software and other technology are not infringing the intellectual property rights of third parties or have sufficient rights to the licensed intellectual property in all jurisdictions in which we may sell our products. Accordingly, our use of this intellectual property may expose us to third-party claims of infringement. In addition, many licenses are non-exclusive and may not prevent our competitors from licensing the same technology on equivalent or more favorable terms.Some of our technology incorporates â€œopen sourceâ€ software, we license some of our software through open source projects and we voluntarily make available some of our software on an open source basis, which could negatively affect our ability to sell our products, subject us to possible litigation, and be used by other companies to compete against us.Our network and products incorporate software licensed under open source licenses, including open source software included in software we receive from third-party commercial software vendors. Use of open source software may entail greater risks than use of third-party commercial software, as open source licensors generally do not provide support, updates, or warranties, or other contractual protections regarding infringement claims or the quality of the software. In addition, the wide availability of source code incorporated in our products could allow hostile parties to more easily identify security vulnerabilities in our network and products. The terms of some open source licenses may provide that under certain conditions we could be required to release the source code of our proprietary software, and to make our proprietary software available under open source licenses, including authorizing further

modification and redistribution. In the event that certain portions of our proprietary software are determined to be subject to such requirements by an open source license, we could be required to publicly release the affected portions of our source code, re-engineer all or a portion of our network or applicable products, or otherwise be limited in the licensing of our products, each of which provide an advantage to our competitors or other entrants to the market, create security vulnerabilities in our products, and could reduce or eliminate the value of our products. Because the terms of open source licenses are novel and have not been widely interpreted by courts, we could be subject to lawsuits by parties claiming ownership of what we believe to be open source software or by third parties seeking to enforce the terms of open source licenses against us in a manner we do not anticipate. In addition, we voluntarily make available certain portions of our software on an open source basis to the public and such software could then be used by other companies to compete against us.Any unanticipated disclosure of, or litigation regarding, our source code and any open source software incorporated into our source code could result in adverse judgments and liabilities, require us to reengineer all or a portion of our network and products, limit the marketing of our products, provide an advantage to our competitors or other entrants to the market, create new security vulnerabilities or highlight existing security vulnerabilities in our network and products, and reduce or eliminate the value of our network and products. We cannot assure you that our processes for controlling our use of open source software in our network and products will be effective.Risks Related to Ownership of Our ClassÂ A Common StockThe trading price of our ClassÂ A common stock may be volatile, and you could lose all or part of your investment.The trading price of our ClassÂ A common stock may be volatile and could be subject to fluctuations in response to various factors, some of which are beyond our control. These fluctuations could cause you to lose all or part of your investment in our ClassÂ A common stock. Factors that could cause fluctuations in the trading price of our ClassÂ A common stock include:â€¢price and volume fluctuations in the overall stock market from time to time;â€¢volatility in the trading prices and trading volumes of technology stocks or high growth companies;â€¢changes in operating performance and stock market valuations of other technology or high growth companies generally, or those in our industry in particular;96Table of contentsâ€¢sales of shares of our ClassÂ A common stock and Class B common stock by us or our stockholders;â€¢issuance of shares of our Class A common stock and Class B common stock, whether in connection with an acquisition, upon conversion of some or all of our outstanding 2026 Notes, or in connection with employee equity awards;â€¢failure of securities analysts to maintain coverage of us, changes in financial estimates or share price targets by securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors;â€¢the financial guidance we may provide to the public, any changes in such guidance, or our failure to meet such guidance;â€¢announcements by us or our competitors of new products, features, or services or any delays in our general release of products we previously announced as being in development or beta testing;â€¢the publicâ€™s reaction to our press releases, other public announcements, and filings with the SEC;â€¢rumors and market speculation involving us or other companies in our industry;â€¢actual or anticipated changes in our results of operations or fluctuations in our results of operations;â€¢actual or anticipated developments in our business, our competitorsâ€™ businesses or the competitive landscape generally;â€¢investments we may make in equity that is, or may become, publicly held, and volatility we may experience due to changes in the market prices of such equity investments;â€¢litigation involving us, our industry, or both, or investigations by regulators into our operations or those of our competitors;â€¢developments or disputes concerning our intellectual property or other proprietary rights;â€¢actual or perceived network or data security breaches or other network or data security incidents, including any network or product outages or failures;â€¢announced or completed acquisitions of businesses, products, services, or technologies by us or our competitors;â€¢failures or alleged failures to comply with laws or regulations applicable to our business;â€¢new laws or regulations or new amendments to, or interpretations of, existing laws or regulations applicable to our business;â€¢changes in accounting standards, policies, guidelines, interpretations, or principles;â€¢any departure of one of our co-founders from our company or any other significant change in our management; andâ€¢general economic conditions and slow or negative growth of our markets, including inflation and related changes in monetary policy, rising interest rates, volatile energy prices, and other impacts of the Hamas-Israel and Russia-Ukraine conflicts, or other areas of geopolitical tension around the world, or any worsening or expansion of those conflicts or geopolitical tensions.In addition, in the past, following periods of volatility in the overall market and the market price of a particular companyâ€™s securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our managementâ€™s attention and resources.The dual class structure of our common stock has the effect of concentrating voting control with those stockholders who held our capital stock prior to the completion of our initial public offering, and it may depress the trading price of our ClassÂ A common stock.Our ClassÂ B common stock has 10Â votes per share and our ClassÂ A common stock has one vote per share. As of JuneÂ 30, 2024, our directors, executive officers, and holders of more than 5% of our common stock, and their respective affiliates, held in the aggregate 75.1% of the voting power of our capital stock, with our co-founders together holding approximately 53.7% of the voting power of our capital stock. Because of the ten-to-one voting 97Table of contentsratio between our ClassÂ B and ClassÂ A common stock, the holders of our ClassÂ B common stock collectively continue to control a majority of the combined voting power of our common stock and therefore are able to control all matters submitted to our stockholders for approval. This concentrated control will limit or preclude the ability of holders of Class A common stock to influence corporate matters for the foreseeable future, including the election of directors, amendments of our organizational documents, and any merger, consolidation, sale of all or substantially all of our assets, or other major corporate transaction requiring stockholder approval. In addition, this may prevent or discourage unsolicited acquisition proposals or offers for our capital stock that you may feel are in your best interest as one of our stockholders.Future transfers by holders of shares of ClassÂ B common stock and the cessation of employment by holders of our Class B common stock generally result in those shares converting to ClassÂ A common stock, subject to limited exceptions, such as certain transfers effected for estate planning purposes and transfers between related entities. The conversion of ClassÂ B common stock to ClassÂ A common stock will have the effect, over time, of increasing the relative voting power of those individual holders of ClassÂ B common stock who retain their shares in the long-term. In July 2017, FTSE Russell announced that it would cease to include most newly public companies utilizing dual or multi-class capital structures in its indices, including the Russell 1000, Russell 2000, and Russell 3000. Under the announced policies, our multi-class capital structure in some cases may make us ineligible for inclusion in some or all of these indices, and as a result, mutual funds, exchange-traded funds, and other investment vehicles that attempt to passively track these indices may not invest in our stock if we are not included. It is unclear what effect, if any, these policies have on the valuations of publicly traded companies excluded from the indices, but it is possible that they may depress these valuations compared to those of other similar companies that are included. Previously, Standard & Poorâ€™s also excluded companies utilizing dual or multi-class capital structures from its indices, including the S&P 500, the S&P MidCap 400, and the S&P SmallCap 600, which S&P indices together make up the S&P Composite 1500. However, in April 2023, it reversed this policy and announced that companies with dual or multi-class capital structures will again be eligible for inclusion on its indices. We cannot be sure that such policy, or the policies of other indices, will not change further and make us ineligible for inclusion on the S&P Composite 1500, or other indices, in the future.Substantial future sales could depress the market price of our Class A common stock.The market price of our Class A common stock could decline as a result of sales of a large number of shares of such stock, and the perception that these sales could occur may also depress the market price of our Class A common stock.Under our investorsâ€™ rights agreement, certain stockholders can require us to register shares owned by them for public sale in the United States. In addition, we file registration statements to register shares reserved for future issuance under our equity compensation plans. As a result, subject to the satisfaction of applicable exercise periods, the shares issued upon exercise of outstanding stock options or upon settlement of outstanding RSU awards are available for immediate resale in the United States in the open market.Sales of our shares may make it more difficult for us to sell equity securities in the future at a time and at a price that we deem appropriate. These sales also could cause the trading price of our Class A common stock to fall and make it more difficult for you to sell shares of our Class A common stock.We have broad discretion over the use of the net proceeds from our financing activities, and we may not use them effectively.We cannot specify with any certainty the particular uses of the net proceeds that we received from our prior financing activities, including from the issuances of the Notes in 2020 and 2021, and our management has broad discretion in the application of the net proceeds. The failure by our management to apply these proceeds effectively could adversely affect our business, results of operations, and financial condition. Pending their use, we may invest our proceeds in a manner that does not produce income or that loses value. Our investments may not yield a favorable return to our investors and may negatively impact the price of our Class A common stock. 98Table of contentsDelaware law and provisions in our amended and restated certificate of incorporation and amended and restated bylaws could make a merger, tender offer, or proxy contest difficult, thereby depressing the market price of our ClassÂ A common stock.Our status as a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law may discourage, delay, or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change of control would be beneficial to our existing stockholders. In addition, our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that may make the acquisition of our company more difficult, including the following:â€¢our dual-class common stock structure, which provides Mr.Â Prince and Ms.Â Zatlyn with the ability to significantly influence the outcome of matters requiring stockholder approval, even if they own significantly less than a majority of the shares of our outstanding ClassÂ A common stock and ClassÂ B common stock;â€¢our Board of Directors is classified into three classes of directors with staggered three-year terms and directors are only able to be removed from office for cause;â€¢vacancies on our Board of Directors will be able to be filled only by our Board of Directors and not by stockholders;â€¢only the Chair of our Board of Directors, our Chief Executive Officer, or a majority of our entire Board of Directors are authorized to call a special meeting of stockholders;â€¢certain litigation against us can only be brought in Delaware;â€¢our amended and restated certificate of incorporation authorizes undesignated preferred stock, the terms of which may be established and shares of which may be issued, without the approval of the holders of ClassÂ A common stock;â€¢advance notice procedures apply for stockholders to nominate candidates for election as directors or to bring matters before an annual meeting of stockholders;â€¢our stockholders will only be able to take action at a meeting of stockholders and not by written consent; andâ€¢any amendment of the above anti-takeover provisions in our amended and restated certificate of incorporation or amended and restated bylaws will require the approval of two-thirds of the combined vote of our then-outstanding shares of ClassÂ A common stock and ClassÂ B common stock.These anti-takeover defenses could discourage, delay, or prevent a transaction involving a change in control of our company. These provisions could also discourage proxy contests and make it more difficult for stockholders to elect directors of their choosing and to cause us to take other corporate actions they desire, any of which, under certain circumstances, could limit the opportunity for our stockholders to receive a premium for their shares of our capital stock, and could also affect the price that some investors are willing to pay for our ClassÂ A common stock.Our amended and restated bylaws provide that the Court of Chancery of the State of Delaware and the federal district courts of the United States will be the exclusive forums for substantially all disputes between us and our stockholders, which could limit our stockholdersâ€™ ability to choose the judicial forum for disputes with us or our directors, officers or employees.Our amended and restated bylaws provide that the Court of Chancery of the State of Delaware is the sole and exclusive forum for the following types of actions or proceedings under Delaware statutory or common law: (i)Â any derivative action or proceeding brought on our behalf; (ii)Â any action asserting a claim of breach of a fiduciary duty owed by any of our directors, stockholders, officers, or other employees to us or our stockholders; (iii)Â any action arising pursuant to any provision of the Delaware General Corporation Law, our amended and restated certificate of incorporation or our amended and restated bylaws; or (iv)Â any other action asserting a claim that is governed by the internal affairs doctrine shall be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware), in all cases subject to the court having jurisdiction over indispensable parties named as defendants. Our amended and restated bylaws further provide that the U.S. federal district courts will be the sole and exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act, against any person in connection with any offering of our securities, including any auditor, underwriter, expert, control person, or other defendant.99Table of contentsAny person or entity purchasing, holding, or otherwise acquiring any interest in any of our securities shall be deemed to have notice of and consented to this provision. These exclusive-forum provisions may limit a stockholderâ€™s ability to bring a claim in a judicial forum of its choosing for disputes with us or our directors, officers, or other employees, which may discourage lawsuits against us and our directors, officers, and other employees. If a court were to find the exclusive-forum provision in our amended and restated bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving the dispute in other jurisdictions, which could harm our results of operations.Our Class A common stock market price and trading volume could decline if equity or industry analysts do not publish research or publish inaccurate or unfavorable research about our business.The trading market for our Class A common stock depends in part on the research and reports that equity or industry analysts publish about us or our business. The analystsâ€™ estimates are based upon their own opinions and are often different from our estimates or expectations. If one or more of the analysts who cover us downgrade our Class A common stock or publish inaccurate or unfavorable research about our business, the price of our securities would likely decline. If few securities analysts commence coverage of us, or if one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our securities could decrease, which might cause the price and trading volume of our Class A common stock to decline.An active trading market for our Class A common stock may not be sustained.Our Class A common stock is listed on the NYSE under the symbol â€œNET.â€ However, we cannot assure you of the likelihood that an active trading market for our Class A common stock will be maintained, the liquidity of any trading market, your ability to sell your shares of our Class A common stock when desired, or the prices that you may obtain for your shares.We do not intend to pay dividends for the foreseeable future.We have never declared nor paid cash dividends on our capital stock. We currently intend to retain any future earnings to finance the operation and expansion of our business, and we do not expect to declare or pay any dividends in the foreseeable future. As a result, stockholders must rely on sales of their Class A common stock after price appreciation as the only way to realize any future gains on their investment. Risks Related to our IndebtednessOur credit agreement and any other credit or similar agreements into which we may enter in the future may restrict our operations, particularly our ability to respond to changes or to take certain actions regarding our business.Our credit agreement, which provides for the Revolving Credit Facility, contains a number of negative covenants that impose operating and financial restrictions on us and limit our ability to engage in acts that may be in our long-term interest, including covenants limiting our ability to, among other things, incur debt, grant liens, undergo certain fundamental changes, dispose of assets, make certain restricted payments and prepayments, enter into restrictive agreements, enter into transactions with affiliates, make investments, and amend certain agreements relating to debt, in each case, subject to limitations and exceptions set forth in the credit agreement. The credit agreement also requires us to maintain compliance with a maximum consolidated net leverage ratio and a minimum interest coverage ratio, in each case, calculated in accordance with the terms of the credit agreement.The credit agreement contains various customary events of default that include, among others, non-payment of principal, interest or fees, breach of covenants, inaccuracy of representations and warranties, cross defaults to certain other indebtedness, bankruptcy and insolvency events, material judgments, and events constituting a change of control, subject to thresholds and cure periods as set forth in the credit agreement. Upon the occurrence and during the continuance of an event of default, the lenders may terminate their commitments and accelerate our obligations under the credit agreement and may exercise certain other rights and remedies provided for under the credit agreement, the other loan documents and applicable law. In the event that our lenders accelerated the 100Table of contentsrepayment of the borrowings under the credit agreement, we may not have sufficient assets to repay that indebtedness. As a result of these restrictions, we may be limited in how we conduct business, unable to raise additional debt or equity financing to operate during general economic or business downturns, or unable to compete effectively or to take advantage of new business opportunities.In addition, we may enter into other credit agreements or other debt arrangements from time to time which contain similar or more extensive negative covenants and events of default, in which case we may face similar or additional limitations as a result of the terms of those credit agreements or other debt arrangements.Repaying and servicing our existing and future debt, including our 2026 Notes and our Revolving Credit Facility, may require a significant amount of cash, and we may not have sufficient cash flow from our business to pay our indebtedness.In August 2021, we issued $1,293.8 million in aggregate principal amount of the 2026 Notes. As of JuneÂ 30, 2024, the remaining aggregate principal amount was $1,293.8 million of the 2026 Notes. In addition, in May 2024, we entered into a senior secured credit agreement with a $400 million Revolving Credit Facility. Our ability to make scheduled payments of the principal of, or to refinance our indebtedness, including the 2026 Notes and any borrowings under our Revolving Credit Facility, depends on our future performance, which is subject to economic, financial, competitive, and other factors beyond our control. Our business may not generate cash flow from operations in the future sufficient to service our debt and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt, or obtaining additional debt financing or equity capital on terms that may be onerous or highly dilutive. Our ability to refinance any future indebtedness will depend

on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations. In addition, the credit agreement for our Revolving Credit Facility contains restrictive covenants that limit us, and any of our future debt agreements may contain restrictive covenants that may limit or prohibit us, in each case from adopting any of these alternatives. Our failure to comply with these covenants could result in an event of default which, if not cured or waived, could result in the acceleration of our debt.In addition, our indebtedness, combined with our other financial obligations and contractual commitments, could have other important consequences. For example, it could:â€¢make us more vulnerable to adverse changes in general U.S. and worldwide economic, industry, and competitive conditions and adverse changes in government regulation;â€¢limit our flexibility in planning for, or reacting to, changes in our business and our industry;â€¢place us at a disadvantage compared to our competitors who have less debt;â€¢limit our ability to borrow additional amounts to fund acquisitions, for working capital, and for other general corporate purposes; andâ€¢make an acquisition of our company less attractive or more difficult.Any of these factors could harm our business, results of operations, and financial condition. In addition, if we incur additional indebtedness, the risks related to our business and our ability to service or repay our indebtedness would increase.We may not have the ability to raise the funds necessary for cash settlement upon conversion of the 2026 Notes or to repurchase the 2026 Notes for cash upon a fundamental change, and our future debt may contain limitations on our ability to pay cash upon conversion of the 2026 Notes or to repurchase the 2026 Notes.Holders of the 2026 Notes have the right to require us to repurchase their 2026 Notes upon the occurrence of a fundamental change (which is defined in the 2026 Indenture) at a repurchase price equal to 100% of the principal amount of such 2026 Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date for such series of 2026 Notes. In addition, upon conversion of the 2026 Notes, unless we elect to deliver solely shares of our Class A common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the 101Table of contents2026 Notes being converted. However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of the 2026 Notes surrendered or 2026 Notes being converted. In addition, our ability to repurchase the 2026 Notes or to pay cash upon conversions of the 2026 Notes may be limited by law, by regulatory authority or by agreements governing our future indebtedness. Our failure to repurchase the 2026 Notes at a time when the repurchase is required by the 2026 Indenture or to pay any cash payable on future conversions of the 2026 Notes as required by the 2026 Indenture would constitute a default. A default under the 2026 Indenture or the occurrence of a fundamental change under the 2026 Notes could also lead to a default under agreements governing our future indebtedness. If the repayment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the 2026 Notes or make cash payments upon conversions thereof in accordance with the terms of the 2026 Indenture. Any failure by us to repay the indebtedness and repurchase the 2026 Notes or make cash payments upon conversions thereof, in each case, when required to do so pursuant to the terms of the 2026 Indenture could harm our business, results of operations, and financial condition.The conditional conversion feature of the 2026 Notes, when triggered, may adversely affect our financial condition and operating results.If the conditional conversion feature of the 2026 Notes is triggered, holders of the 2026 Notes are entitled to convert their 2026 Notes at any time during specified periods at their option. If one or more holders elect to convert their 2026 Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our Class A common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. In addition, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the 2026 Notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.Transactions relating to the Notes may affect the value of our Class A common stock.The conversion of some or all of the 2026 Notes would dilute the ownership interests of our existing stockholders to the extent we satisfy our conversion obligation by delivering shares of our Class A common stock upon any conversion of the 2026 Notes. The 2026 Notes may become convertible at the option of their holders under certain circumstances set forth in the 2026 Indenture. If holders of the 2026 Notes elect to convert their 2026 Notes, we may settle our conversion obligation by delivering to them a significant number of shares of our Class A common stock, which would cause dilution to our existing stockholders. In addition, from time to time, we may enter into certain exchange transactions with respect to the 2026 Notes which may also cause dilution to our existing stockholders. For example, in August 2021, we entered into privately-negotiated exchange agreements with certain holders of the 2025 Notes for the exchange of approximately $400.7 million in cash and approximately 7.6 million shares of our Class A common stock for $400.0 million in aggregate principal amount of the 2025 Notes. In addition, during the year ended DecemberÂ 31, 2023, we settled conversions of approximately $35.4 million aggregate principal amount of the 2025 Notes for approximately 0.5 million shares of our Class A common stock. These conversions were exercised by the holders of the 2025 Notes in connection with our issuance of a redemption notice.In connection with the pricing of each series of Notes, we entered into privately negotiated capped call transactions with the applicable option counterparties. The capped call transactions are expected generally to reduce the potential dilution upon conversion of the applicable series of Notes and/or offset any cash payments we are required to make in excess of the principal amount of such converted Notes, as the case may be, with such reduction and/or offset subject to a cap. In connection with establishing their initial hedges of the capped call transactions, the applicable option counterparties or their respective affiliates entered into various derivative transactions with respect to our Class A common stock and/or purchased shares of our Class A common stock concurrently with or shortly after the pricing of the applicable series of Notes. From time to time, the option counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our Class A common stock and/or purchasing or selling our Class A common stock or other securities of ours in secondary market transactions prior to the maturity of the applicable series of Notes (and are likely to do so following any conversion, repurchase, or redemption of such Notes, to the extent we exercise the relevant election under the applicable 102Table of contentscapped call transactions). This activity could also cause a decrease and/or increased volatility in the market price of our Class A common stock.We are subject to counterparty risk with respect to the capped call transactions.The option counterparties are financial institutions, and we will be subject to the risk that any or all of them might default under the capped call transactions. Our exposure to the credit risk of the option counterparties will not be secured by any collateral. Past macroeconomic conditions have resulted in the actual or perceived failure or financial difficulties of many financial institutions, including the failures of Silicon Valley Bank and Signature Bank, and the UBS takeover of Credit Suisse. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under the capped call transactions with such option counterparty. Our exposure will depend on many factors but, generally, an increase in our exposure will be correlated to an increase in the market price and in the volatility of our Class A common stock. In addition, upon a default by an option counterparty, we may suffer adverse tax consequences and more dilution than we currently anticipate with respect to our Class A common stock. We can provide no assurance as to the financial stability or viability of the option counterparties.General Risk Factors If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired.We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act), the Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act), and the rules and regulations of the applicable listing standards of the New York Stock Exchange (the NYSE). We expect that the requirements of these rules and regulations will continue to increase our legal, accounting, and financial compliance costs, make some activities more difficult, time-consuming, and costly, and place significant strain on our personnel, systems, and resources.The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are continuing to develop and refine our disclosure controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file with the SEC (including, without limitation, the new SEC requirement to file current reports regarding material cybersecurity incidents) is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and that information required to be disclosed in reports under the Exchange Act is accumulated and communicated to our principal executive and financial officers. We are also continuing to improve our internal control over financial reporting. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we have expended, and anticipate that we will continue to expend, significant resources, including accounting-related costs, and significant management oversight. In addition, our independent registered public accounting firm is required to audit the effectiveness of our internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act annually. Testing, or the subsequent testing by our independent registered public accounting firm, may reveal material weaknesses or significant deficiencies. If material weaknesses are identified or we are not able to comply with the requirements of Section 404 in a timely manner, our reported financial results could be materially misstated, we could receive an adverse opinion regarding our internal control over financial reporting from our independent registered public accounting firm, we could be subject to investigations or sanctions by regulatory authorities, and we could incur substantial expenses.Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business. Further, weaknesses in our disclosure controls and internal control over financial reporting may be discovered in the future. Any failure to develop or maintain effective controls or any difficulties encountered in their implementation or improvement could harm our results of operations or cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. Any failure to implement and maintain effective internal control over financial reporting also could adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that we will eventually be required to include in our periodic reports that will be filed with the SEC. Ineffective disclosure controls and procedures and 103Table of contentsinternal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the trading price of our ClassÂ A common stock. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on the NYSE.Our business is subject to the risks of catastrophic events.The occurrence of any catastrophic event, including an earthquake, volcanic event, fire, flood, tsunami, the effects of climate change, or other weather event, power loss, telecommunications failure, software or hardware malfunction, epidemic or pandemic disease (such as the COVID-19 pandemic), cyber attack, military conflict or war, or terrorist attack, could result in lengthy interruptions in our service. Our corporate headquarters is located in the San Francisco Bay Area and one of our core co-location facilities is located in the greater Portland, Oregon area, both regions known for seismic and/or volcanic activity, and we also have a second core co-location facility in Amsterdam. Our insurance coverage may not compensate us in full or at all for losses that may occur in the event of any of these potential future catastrophic events. In addition, any of these catastrophic events could cause disruptions to the Internet or the economy as a whole. Even with our disaster recovery arrangements, our service could be interrupted. If our systems were to fail or be negatively impacted as a result of a natural disaster or other event, our ability to deliver products to our customers would be impaired or we could lose critical data.Our partners, suppliers, and customers are also subject to the risk of catastrophic events. In those events, our ability to deliver our products in a timely manner, as well as the demand for our products, may be divided on account of factors outside our control.Further, the effects of climate change on the global economy and the technology industry are rapidly evolving. While we seek to mitigate our business risks associated with climate change by establishing robust environmental programs and partnering with organizations who are focused on mitigating their own climate-related risks, there are inherent climate-related risks wherever business is conducted. Any of our locations may be vulnerable to the adverse effects of climate change. For example, our corporate headquarters in the San Francisco Bay Area and one of our core co-location facilities located in the greater Portland, Oregon area have experienced and may continue to experience, climate-related events and at an increasing frequency, including severe storms, floods, drought, water scarcity, heat waves, wildfires and resultant air quality impacts and power shutoffs associated with these types of events. Additionally, it will remain difficult to mitigate the impact of these events on our employees who continue to work remotely. Changing market dynamics, global policy developments and increasing frequency and impact of extreme weather events on critical infrastructure in the United States and elsewhere have the potential to disrupt our business, the business of our partners, suppliers and customers, and may cause us to experience higher attrition, losses and additional costs to maintain or resume operations.The requirements of being a public company may strain our resources, divert managementâ€™s attention, and affect our ability to attract and retain executive management and qualified board members.We are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the listing requirements of the NYSE, and other applicable securities rules and regulations. Compliance with these rules and regulations increases our legal and financial compliance costs, makes some activities more difficult, time-consuming, or costly, and increases demand on our systems and resources. The Exchange Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and results of operations. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight is required. We are required to disclose changes made in our internal control and procedures on a quarterly basis and to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting. In addition, our independent registered public accounting firm is required to attest to the effectiveness of our internal control over financial reporting. As a result of the complexity involved in complying with the rules and regulations applicable to public companies, our managementâ€™s attention may be diverted from other business concerns, which could adversely affect our business and results of operations. Although we have already hired additional employees and have engaged outside consultants to assist us in 104Table of contentscomplying with these requirements, we may need to hire more employees in the future or engage additional outside consultants, which will increase our operating expenses.In addition, changing laws, regulations, and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs, and making some activities more time consuming. These laws, regulations, and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest substantial resources to comply with evolving laws, regulations, and standards, and this investment may result in increased general and administrative expenses and a diversion of managementâ€™s time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations, and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against us and our business may be adversely affected.Failure to comply with the aforementioned rules and regulations may make it more expensive for us to maintain director and officer liability insurance, and in the future we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified members of our Board of Directors, particularly to serve on our audit committee and compensation committee, and qualified executive officers.As a result of disclosure of information in our filings with the SEC, our business and financial condition are visible, which we believe may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, our business and results of operations could be adversely affected, and even if the claims do not result in litigation or are resolved in our favor, these claims, and the time and resources necessary to resolve them, could divert the resources of our management and adversely affect our business and results of operations.Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS. Unregistered Sales of Equity SecuritiesNone.Items 3 and 4 are not applicable and have been omitted.Item 5. OTHER INFORMATION.Securities Trading Plans of Directors and Executive OfficersDuring the three months ended JuneÂ 30, 2024, no director or officer, as defined in Rule 16a-1(f), adopted and/or terminated a â€œRule 10b5-1 trading arrangementâ€ or a â€œnon-Rule 10b5-1 trading arrangement,â€ each as defined in Regulation S-K Item 408.105Table of contentsItem 6. EXHIBITSThe documents listed in the Exhibit Index of this Quarterly Report on Form 10-Q are incorporated by reference or are filed with this Quarterly Report on Form 10-Q, in each case as indicated therein (numbered in accordance with Item 601 of Regulation S-K).106Table of contentsEXHIBIT INDEXIncorporated by ReferenceExhibitNumberDescriptionFormFile No.ExhibitFiling Date3.1Amended and Restated Certificate of Incorporation of the Registrant.10-Q001-390393.1November 12, 20193.2Amended and Restated Bylaws of the Registrant.8-K001-390393.1October 31, 202210.1*Credit Agreement, by and among the Company, certain subsidiaries of the Company from time to time party thereto as guarantors, the lenders from time to time party thereto and Citibank, N.A., as administrative agent and collateral agent.10.2+2024 Key Executive Change in Control and Severance Policy8-K001-3903910.1July 22, 202431.1*Certification of the Chief Executive Officer pursuant to Exchange Act Rule 13a-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.31.2*Certification of the Chief Financial Officer pursuant to Exchange Act Rule 13a-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley

Act of 2002.32.1*â€ Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.101.0*The following financial statements from the Companyâ€™s Quarterly Report on Form 10-Q for the three months ended June 30, 2024, formatted in Inline XBRL: (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Operations, (iii) Condensed Consolidated Statements of Comprehensive Loss, (iv) Condensed Consolidated Statements of Stockholdersâ€™ Equity (Deficit), (v) Condensed Consolidated Statements of Cash Flows, and (vi) Notes to Condensed Consolidated Financial Statements.104.0Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)_____*Â Â Â Â Filed herewith. +Â Â Â Â Indicates management contract or compensatory plan or arrangement.â€ Â Â Â Â The certifications attached as Exhibit 32.1 that accompany this Quarterly Report on Form 10-Q are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.107Table of contentsSIGNATURESPursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.CLOUDFLARE, INC.Date: August 1, 2024By:/s/ Matthew PrinceÂ Matthew PrinceChief Executive Officer(Principal Executive Officer)Date: August 1, 2024By:/s/ Thomas SeifertThomas Seifert Chief Financial Officer(Principal Financial Officer)Date: August 1, 2024By:/s/ Janel RileyJanel RileyChief Accounting Officer(Principal Accounting Officer)108 EX-10.1 2 ex101q2202410-q.htm EX-10.1 DocumentEXECUTION VERSIONSECTION 1.01REVOLVING CREDIT AND GUARANTY AGREEMENTdated as of May 17, 2024amongCLOUDFLARE, INC.,the Guarantors party hereto,the Lenders and Issuing Banks party heretoandCITIBANK, N.A.,as Administrative Agent and Collateral Agent_____CITIBANK, N.A.,WELLS FARGO BANK, N.A.andMIZUHO BANK LTD.,as Joint Lead ArrangersCITIBANK, N.A.,as Sole Bookrunner_____Table of ContentsÂ PageARTICLE IDEFINITIONS1Section 1.1Defined Terms1Section 1.2Classification of Loans and Borrowings44Section 1.3Terms Generally44Section 1.4Accounting Terms; GAAP45Section 1.5Letter of Credit Amounts45Section 1.6Electronic Execution of Documents46Section 1.7Divisions46Section 1.8Limited Condition Transactions46Section 1.9Rates47ARTICLE IITHE CREDITS48Section 2.1Commitments48Section 2.2Revolving Loans and Borrowings48Section 2.3Swing Line Loans49Section 2.4Issuance of Letters of Credit and Purchase of Participations Therein51Section 2.5Requests for Borrowings58Section 2.6Funding of Borrowings59Section 2.7Interest Elections60Section 2.8Termination and Reduction of Commitments61Section 2.9Repayment of Loans; Evidence of Debt62Section 2.10Prepayment of Loans62Section 2.11Fees63Section 2.12Interest64Section 2.13Alternate Rate of Interest; Benchmark Replacement Setting; Illegality66Section 2.14Increased Costs69Section 2.15Break Funding Payments70Section 2.16Taxes70Section 2.17Payments Generally; Pro Rata Treatment; Sharing of Set-offs74Section 2.18Mitigation Obligations; Replacement of Lenders76Section 2.19Increase in the Aggregate Commitments77Section 2.20Extension of Maturity Date79Section 2.21Defaulting Lenders81-i-ARTICLE IIIREPRESENTATIONS AND WARRANTIES84Section 3.1Organization; Powers84Section 3.2Authorization; Enforceability85Section 3.3Governmental Approvals; No Conflicts85Section 3.4Financial Condition; No Material Adverse Change85Section 3.5Properties86Section 3.6Litigation and Environmental Matters86Section 3.7Compliance with Laws and Agreements; No Default87Section 3.8Investment Company Status87Section 3.9Taxes87Section 3.10ERISA87Section 3.11Disclosure88Section 3.12Subsidiaries89Section 3.13Anti-Terrorism Laws; USA Patriot Act89Section 3.14Anti-Corruption Laws and Sanctions; Anti-Money Laundering Laws89Section 3.15Margin Stock90Section 3.16Solvency90Section 3.17Immaterial Subsidiaries90Section 3.18Collateral Documents90Section 3.19Affected Financial Institution90Section 3.20FinCEN90ARTICLE IVCONDITIONS91Section 4.1Conditions of Initial Credit Extension91Section 4.2Each Credit Extension93ARTICLE VAFFIRMATIVE COVENANTS93Section 5.1Financial Statements; Other Information; Quarterly Conference Calls94Section 5.2Notices of Material Events95Section 5.3Existence; Conduct of Business96Section 5.4Payment of Taxes96Section 5.5Maintenance of Properties; Insurance96Section 5.6Books and Records; Inspection Rights97Section 5.7ERISA-Related Information97Section 5.8Compliance with Laws and Agreements98-ii-Section 5.9Use of Proceeds98Section 5.10Additional Guarantors99Section 5.11Further Assurances99ARTICLE VINEGATIVE COVENANTS99Section 6.1Indebtedness100Section 6.2Liens102Section 6.3Fundamental Changes; Assets Sales; Changes in Business104Section 6.4Restricted Payments; Prepayments of Indebtedness106Section 6.5Restrictive Agreements108Section 6.6Transactions with Affiliates109Section 6.7Investments109Section 6.8Amendment of Junior Debt Documents111Section 6.9Fiscal Year. The Borrower will not change its fiscal year111Section 6.10Financial Covenants111ARTICLE VIIGUARANTY112Section 7.1Guaranty of the Obligations112Section 7.2Payment by Guarantors112Section 7.3Liability of Guarantors Absolute112Section 7.4Waivers by Guarantors115Section 7.5Guarantorsâ€™ Rights of Subrogation, Contribution, Etc116Section 7.6Subrogation of Other Obligations117Section 7.7Continuing Guaranty117Section 7.8Authority of Guarantors or the Borrower117Section 7.9Financial Condition of the Borrower117Section 7.10Bankruptcy, Etc117Section 7.11Excluded Swap Obligations118ARTICLE VIIIEVENTS OF DEFAULT119ARTICLE IXTHE AGENT122Section 9.1Authorization and Action122Section 9.2Administrative Agentâ€™s Reliance, Limitation of Liability, EtcÂ Â Â Â 119125Section 9.3The Administrative Agent Individually127Section 9.4Successor Administrative Agent127Section 9.5Acknowledgments of Lenders and Issuing Banks129-iii-Section 9.6Collateral Matters130Section 9.7Credit Bidding130Section 9.8Erroneous Payments132ARTICLE XMISCELLANEOUS135Section 10.1Notices135Section 10.2Waivers; Amendments137Section 10.3Expenses; Indemnity; Damage Waiver139Section 10.4Successors and Assigns141Section 10.5Survival146Section 10.6Integration; Effectiveness146Section 10.7Severability146Section 10.8Right of Setoff147Section 10.9Governing Law; Jurisdiction; Consent to Service of Process147Section 10.10WAIVER OF JURY TRIAL148Section 10.11Headings148Section 10.12Confidentiality148Section 10.13Interest Rate Limitation150Section 10.14No Advisory or Fiduciary Responsibility150Section 10.15Counterparts; Effectiveness, Electronic Execution151Section 10.16USA PATRIOT Act and Beneficial Ownership152Section 10.17Release of Liens and Guarantors153Section 10.18Acknowledgement and Consent to Bail-In of Affected Financial Institutions154Section 10.19Conversion of Currencies154Section 10.20Acknowledgement Regarding Any Supported QFCs155Section 10.21Keepwell155Section 10.22Certain ERISA Matters156-iv-SCHEDULESSchedule 2.1--CommitmentsEXHIBITSExhibit A--Form of Assignment and AssumptionExhibit B-1--Form of Borrowing RequestExhibit B-2--Form of Issuance NoticeExhibit C--Form of Interest Election RequestExhibit D-1--Form of Revolving Loan NoteExhibit D-2--Form of Swing Line NoteExhibit E--Form of Security AgreementExhibit F--Form of Compliance CertificateExhibit G--Form of Maturity Date Extension RequestExhibit H--Form of Counterpart AgreementExhibit I--Form of Solvency CertificateExhibit J-1 to J-4--Forms of Portfolio Interest CertificateExhibit K--Form of Intercompany Note-v-REVOLVING CREDIT AND GUARANTY AGREEMENT, dated as of May 17, 2024, by and among CLOUDFLARE, INC., a Delaware corporation, as Borrower, the Guarantors party hereto, the Lenders and Issuing Banks party hereto and CITIBANK, N.A., as Administrative Agent, Collateral Agent and Swing Line Lender.The Borrower requested that the Lenders make Loans to the Borrower on a revolving credit basis and the Issuing Banks issue Letters of Credit at the request and for the account of the Borrower on and after the Closing Date and at any time and from time to time prior to the Commitment Termination Date.The proceeds of borrowings and Letters of Credit hereunder are to be used for the purposes described in Section 5.9. On the Closing Date, the Lenders agreed to establish the credit facility referred to in the preceding paragraph upon the terms and subject to the conditions set forth herein. Accordingly, the parties hereto agree as follows:ARTICLE IDEFINITIONSSection 1.1 Defined Terms. As used in this Agreement, the following terms have the meanings specified below:â€œ2026 Convertible Notesâ€ means the senior convertible notes due 2026 issued by the Borrower pursuant to that certain Indenture, dated as of August 13, 2021, by and between the Borrower and U.S. Bank Trust Company, National Association (as successor in interest to U.S. Bank National Association), as trustee.â€œABRâ€, when used in reference to any Loan or Borrowing, refers to whether such Loan, or the Loans comprising such Borrowing, shall bear interest at a rate determined by reference to the Alternate Base Rate.â€œABR Term SOFR Determination Dayâ€ has the meaning specified in the definition of â€œTerm SOFRâ€. â€œAcquisitionâ€ means any transaction or series of related transactions resulting in the acquisition by the Borrower or any of its Subsidiaries, whether by purchase, merger or otherwise, of all or substantially all of the assets of, all of the Equity Interests of, or a business line or unit or a division of, any Person.â€œAdjusted Covenant Periodâ€ has the meaning set forth in Section 6.10(a).â€œAdjusted Term SOFRâ€ means, for purposes of any calculation, the rate per annum equal to (i) Term SOFR for such calculation plus (ii) the Term SOFR Adjustment; provided, that if Adjusted Term SOFR as so determined shall ever be less than the Floor, then Adjusted Term SOFR shall be deemed to be the Floor.2â€œAdministrative Agentâ€ means Citi, in its capacity as administrative agent for the Lenders and the Issuing Banks hereunder, or any successor administrative agent.â€œAdministrative Questionnaireâ€ means an Administrative Questionnaire in a form supplied by the Administrative Agent.â€œAffected Financial Institutionâ€ means (a) any EEA Financial Institution or (b) any UK Financial Institution.â€œAffiliateâ€ means, with respect to a specified Person, another Person that directly, or indirectly through one or more intermediaries, Controls or is Controlled by or is under common Control with the Person specified.â€œAgentâ€ means each of the Administrative Agent and the Collateral Agent.â€œAgreementâ€ means this Revolving Credit and Guaranty Agreement, as the same may hereafter be modified, supplemented, extended, amended, restated or amended and restated from time to time.â€œAgreement Currencyâ€ has the meaning set forth in Section 10.19(b).â€œAlternate Base Rateâ€ means, for any day, a rate per annum equal to the highest of (a)Â the Prime Rate in effect on such day, (b)Â the Federal Funds Effective Rate in effect on such day plusÂ Â½ of 1% and (c) Adjusted Term SOFR for a one month tenor in effect on such day plus 1%. Any change in the Alternate Base Rate due to a change in the Prime Rate, the Federal Funds Effective Rate or Adjusted Term SOFR shall be effective from and including the effective date of such change in the Prime Rate, the Federal Funds Effective Rate or Adjusted Term SOFR, respectively. If the Alternate Base Rate is being used as an alternate rate of interest pursuant to Section 2.13(a), then the Alternate Base Rate shall be the greater of clauses (a) and (b) above and shall be determined without reference to clause (c) above. In the event that that the Alternate Base Rate is less than the Floor, it shall be deemed to be the Floor for purposes of this Agreement.â€œAlternative Currencyâ€ means Euro, Sterling and any other currency (other than Dollars) that is (i) freely available, freely transferable and freely convertible into Dollars and (ii) consented to by each Lender; provided that at the time of the issuance, amendment, increase or extension of any Letter of Credit denominated in a currency other than Dollars, Euro or Sterling, such other currency is reasonably acceptable to the Administrative Agent and the applicable Issuing Bank in respect of such Letter of Credit. â€œAncillary Documentâ€ has the meaning set forth in Section 10.15(b).â€œAnti-Corruption Lawsâ€ means all laws, rules and regulations of any jurisdiction applicable to the Borrower or its Subsidiaries from time to time concerning or relating to bribery, corruption or money laundering.â€œApplicable Creditorâ€ has the meaning set forth in Section 10.19(b).3â€œApplicable Percentageâ€ means, with respect to any Lender, the percentage of the total Commitments represented by such Lenderâ€™s Commitment; provided that if any Defaulting Lender exists at such time, the Applicable Percentage shall be calculated disregarding such Defaulting Lenderâ€™s Commitment. If the Commitments have terminated or expired, the Applicable Percentages shall be determined based upon the Commitments most recently in effect, giving effect to any assignments.â€œApplicable Rateâ€ means, for any day, with respect to any ABR Loan or SOFR Loan, or with respect to the commitment fees payable hereunder, as the case may be, the applicable rate per annum set forth below under the caption â€œABR Spreadâ€, â€œAdjusted Term SOFR Spreadâ€ or â€œCommitment Fee Rateâ€, as the case may be, based upon the Borrowerâ€™s Total Net Leverage Ratio as of the most recent determination date; provided, that until the delivery to the Administrative Agent, pursuant to SectionÂ 5.1, of the Borrowerâ€™s consolidated financial information for the Borrowerâ€™s first full fiscal quarter ending after the Closing Date, the â€œApplicable Rateâ€ shall be the applicable rate per annum set forth below in Pricing Level IV.PricingLevelTotal Net Leverage RatioABR SpreadAdjusted Term SOFR SpreadCommitment Fee RateLevel Iâ‰¥ 3.00 to 1.001.50%2.50%0.40%Level IIâ‰¥ 2.25 to 1.00 but< 3.00 to 1.001.25%2.25%0.35%Level IIIâ‰¥ 1.50 to 1.00 but< 2.25 to 1.001.00%2.00%0.30%Level IV< 1.50 to 1.000.75%1.75%0.25%Â Â Â Â If at any time the Borrower fails to deliver the quarterly or annual financial statements or corresponding compliance certificates required to be delivered under Sections 5.1(a), 5.1(b) or 5.1(c) on or before the date such statements or corresponding compliance certificates are due, the â€œApplicable Rateâ€ shall be deemed to be the applicable rate per annum set forth above in Pricing Level I for the period commencing three (3) Business Days after such required date of delivery and ending on the date which is three (3) Business Days after such statements or certificates are actually delivered, after which the â€œApplicable Rateâ€ shall be determined in accordance with the table above.Â Â Â Â Except as otherwise provided in the paragraph above, adjustments, if any, to the Applicable Rate then in effect shall be effective three (3) Business Days after the Administrative 4Agent has received the relevant quarterly or annual financial statements and corresponding compliance certificates required to be delivered under Sections 5.1(a), 5.1(b) or 5.1(c) (it being understood and agreed that each change in the Applicable Rate shall apply during the period commencing on the effective date of such change and ending on the date immediately preceding the effective date of the next such change).â€œApplicationâ€ means an application or agreement, in a form as the applicable Issuing Bank may specify as the form for use by its customers from time to time, executed and delivered by the Borrower to the Administrative Agent and the applicable Issuing Bank, requesting such Issuing Bank to issue a Letter of Credit.â€œApproved Fundâ€ has the meaning set forth in Section 10.4.â€œArrangersâ€ means Citi, Wells Fargo Bank, N.A. and Mizuho Bank, Ltd., in their capacity as joint lead arrangers, and any successor thereto.â€œAsset Saleâ€ means a sale, lease (as lessor or sublessor), sale and leaseback, license (as licensor or sublicensor), exchange, transfer or other disposition to, any Person, in one transaction or a series of transactions, of all or any part of the Borrowerâ€™s or any of its Subsidiariesâ€™ businesses, assets or properties of any kind, whether real, personal, or mixed and whether tangible or intangible, whether now owned or hereafter acquired, including the Equity Interests of any of the Borrowerâ€™s Subsidiaries, other than:(a) inventory (or other assets, including intangible assets) sold, leased or licensed out in the ordinary course of business (provided, that subleases of any office locations shall be deemed in the ordinary course of business),(b) obsolete, surplus or worn-out property,(c) sales or other dispositions of Cash Equivalents for the fair market value thereof and uses of cash and Cash Equivalents in a manner not otherwise prohibited by this Agreement,(d) dispositions of property (including the sale of any Equity Interest owned by such Person) from (i) any Subsidiary that is not a Guarantor to any other Subsidiary that is not a Guarantor or to any Loan Party or (ii) any Loan Party to any other Loan Party,(e) dispositions of property in connection with casualty or condemnation events,(f) dispositions of past due accounts receivable in connection with the collection, write down or compromise thereof in the ordinary course of business,(g) dispositions of property to the extent that (x) such property is exchanged for credit against the purchase price of similar replacement property or (y) the proceeds of such disposition are promptly applied to the purchase price of such replacement property,5(h) dispositions permitted by Section 6.2, Section 6.3(a), Section 6.4 and Section 6.7,(j) dispositions of assets acquired in connection with (or owned by a Person that is acquired in connection with) an Acquisition for the fair market value thereof (as determined in good faith by the Borrower),(k) any other sale, lease, sale and leaseback, license, exchange, transfer or other disposition of assets or properties (other than Material IP) for fair market value (as determined in good faith by the Borrower); provided that (i) no Default or Event of Default exists at the time of or would result from such disposition and (ii) the sum of (A) the aggregate consideration received or to be received in respect of such disposition plus (B) the aggregate consideration received or to be received in respect of all other dispositions effected in reliance on this clause (k) prior to or concurrently with such disposition shall not exceed, at the time of such disposition, 30% of Consolidated Adjusted EBITDA as of the last day of the most recently ended four fiscal quarter period for which financial statements have been or are required to be delivered pursuant to Section 5.1(a) or (b), (l) the unwinding of any Swap Agreement permitted hereunder, any Structured Repurchase permitted hereunder or any Permitted Call Spread Transaction permitted hereunder, in each case, to the extent that such unwinding otherwise constitutes an Asset Sale, (m) any other sale, lease, sale and leaseback, license, exchange, transfer or other disposition of assets or properties by a Foreign Subsidiary to a Loan Party or another Foreign Subsidiary(n) any dispositions of Investments in Joint Ventures or similar entities to the extent required by, or made pursuant to customary buy/sell arrangements between, the parties set forth in joint venture arrangements and similar binding arrangements, in each case, so long as such requirements and/or arrangements were in existence on the date of such joint venture arrangements and similar binding arrangements and not implemented to avoid the requirements of Section 6.3(b);(o) the lapse, abandonment or discontinuance of the use or maintenance of any Intellectual Property of the Borrower or its Subsidiaries to the extent the Borrower or any Subsidiary determines in its reasonable business judgment that such Intellectual Property is not necessary or desirable in the conduct of its business;(p) sale leaseback transactions in connection with Indebtedness permitted by Section 6.1(b) and secured by Liens permitted by Section 6.2(d);(q) any other sale, lease, sale and leaseback, license, exchange, transfer or other disposition of assets or properties not exceeding $10,000,000 per fiscal year.â€œAssignment and Assumptionâ€ means an assignment and assumption entered into by a Lender and an assignee (with the consent of any party whose consent is required by 6SectionÂ 10.4), and accepted by the Administrative Agent, in the form of Exhibit A or any other form (including electronic records generated by use of an electronic platform) approved by the Administrative Agent.â€œAssuming Lenderâ€ has the meaning set forth in Section 2.19(d).â€œASU 842â€ has the meaning set forth in the definition of â€œCapital Lease Obligationsâ€.â€œAuto-Extension Letter of Creditâ€ has the meaning set forth in Section 2.4(a).â€œAvailability Periodâ€ means the period from and including the Closing Date to but excluding the Commitment Termination Date.â€œAvailable Revolving Commitmentsâ€ mean, as of any date, the aggregate amount of Commitments then in effect minus the aggregate amount of Revolving Exposure then outstanding.â€œAvailable Tenorâ€ means, as of any date of

determination and with respect to the then-current Benchmark, as applicable, (x) if such Benchmark is a term rate, any tenor for such Benchmark (or component thereof) that is or may be used for determining the length of an interest period pursuant to this Agreement or (y) otherwise, any payment period for interest calculated with reference to such Benchmark (or component thereof) that is or may be used for determining any frequency of making payments of interest calculated with reference to such Benchmark pursuant to this Agreement, in each case, as of such date and not including, for the avoidance of doubt, any tenor for such Benchmark that is then-removed from the definition of â€œInterest Periodâ€ pursuant to Section 2.13(b)(iv).â€œBail-In Actionâ€ means the exercise of any Write-Down and Conversion Powers by the applicable Resolution Authority in respect of any liability of an Affected Financial Institution.â€œBail-In Legislationâ€ means (a) with respect to any EEA Member Country implementing Article 55 of Directive 2014/59/EU of the European Parliament and of the Council of the European Union, the implementing law, regulation, rule or requirement for such EEA Member Country from time to time which is described in the EU Bail-In Legislation Schedule and (b) with respect to the United Kingdom, Part I of the United Kingdom Banking Act 2009 (as amended from time to time) and any other law, regulation or rule applicable in the United Kingdom relating to the resolution of unsound or failing banks, investment firms or other financial institutions or their affiliates (other than through liquidation, administration or other insolvency proceedings).â€œBankruptcy Codeâ€ means Chapter 11 of Title 11 of the United States Code, as amended from time to time and any successor statute and all rules and regulations promulgated thereunder.7â€œBenchmarkâ€ means, initially, Adjusted Term SOFR or the then-current Benchmark; provided, that if a Benchmark Transition Event has occurred with respect to Adjusted Term SOFR or the then-current Benchmark, then â€œBenchmarkâ€ means the applicable Benchmark Replacement to the extent that such Benchmark Replacement has replaced such prior benchmark rate pursuant to Section 2.13(b).â€œBenchmark Replacementâ€ means, with respect to any Benchmark Transition Event, the first alternative set forth in the order below that can be determined by the Administrative Agent for the applicable Benchmark Replacement Date:(a) the sum of (i) Daily Simple SOFR and (ii) 0.10% (10.0 basis points); or (b) the sum of: (i) the alternate benchmark rate that has been selected by the Administrative Agent and the Borrower giving due consideration to (A) any selection or recommendation of a replacement benchmark rate or the mechanism for determining such a rate by the Relevant Governmental Body or (B) any evolving or then-prevailing market convention for determining a benchmark rate as a replacement to the then-current Benchmark for Dollar-denominated syndicated credit facilities and (ii) the related Benchmark Replacement Adjustment.If the Benchmark Replacement as determined pursuant to clause (a) or (b) above would be less than the Floor, the Benchmark Replacement will be deemed to be the Floor for the purposes of this Agreement and the other Loan Documents.â€œBenchmark Replacement Adjustmentâ€ means, with respect to any replacement of the then-current Benchmark with an Unadjusted Benchmark Replacement, the spread adjustment, or method for calculating or determining such spread adjustment, (which may be a positive or negative value or zero) that has been selected by the Administrative Agent and the Borrower giving due consideration to (a) any selection or recommendation of a spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of such Benchmark with the applicable Unadjusted Benchmark Replacement by the Relevant Governmental Body or (b) any evolving or then-prevailing market convention for determining a spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of such Benchmark with the applicable Unadjusted Benchmark Replacement for Dollar-denominated syndicated credit facilities at such time.â€œBenchmark Replacement Dateâ€ means a date and time determined by the Administrative Agent, which date shall be no later than the earliest to occur of the following events with respect to the then-current Benchmark:(a)Â Â Â Â in the case of clause (a) or (b) of the definition of â€œBenchmark Transition Event,â€ the later of (i) the date of the public statement or publication of information referenced therein and (ii) the date on which the administrator of such Benchmark (or the published component used in the calculation thereof) permanently or indefinitely ceases to provide all Available Tenors of such Benchmark (or such component thereof); or8(b)Â Â Â Â in the case of clause (c) of the definition of â€œBenchmark Transition Event,â€ the first date on which such Benchmark (or the published component used in the calculation thereof) has been determined and announced by the regulatory supervisor for the administrator of such Benchmark (or such component thereof) to be non-representative; provided that such non-representativeness will be determined by reference to the most recent statement or publication referenced in such clause (c) and even if any Available Tenor of such Benchmark (or such component thereof) continues to be provided on such date.For the avoidance of doubt, the â€œBenchmark Replacement Dateâ€ will be deemed to have occurred in the case of clause (a) or (b) with respect to any Benchmark upon the occurrence of the applicable event or events set forth therein with respect to all then-current Available Tenors of such Benchmark (or the published component used in the calculation thereof).â€œBenchmark Transition Eventâ€ means the occurrence of one or more of the following events with respect to the then-current Benchmark:(a)Â Â Â Â a public statement or publication of information by or on behalf of the administrator of such Benchmark (or the published component used in the calculation thereof) announcing that such administrator has ceased or will cease to provide all Available Tenors of such Benchmark (or such component thereof), permanently or indefinitely; provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide any Available Tenor of such Benchmark (or such component thereof);(b)Â Â Â Â a public statement or publication of information by the regulatory supervisor for the administrator of such Benchmark (or the published component used in the calculation thereof), the Federal Reserve Board, the Federal Reserve Bank of New York, an insolvency official with jurisdiction over the administrator for such Benchmark (or such component), a resolution authority with jurisdiction over the administrator for such Benchmark (or such component) or a court or an entity with similar insolvency or resolution authority over the administrator for such Benchmark (or such component), which states that the administrator of such Benchmark (or such component) has ceased or will cease to provide all Available Tenors of such Benchmark (or such component thereof) permanently or indefinitely; provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide any Available Tenor of such Benchmark (or such component thereof); or(c)Â Â Â Â a public statement or publication of information by the regulatory supervisor for the administrator of such Benchmark (or the published component used in the calculation thereof) announcing that all Available Tenors of such Benchmark (or such component thereof) are not, or as of a specified future date will not be, representative.For the avoidance of doubt, a â€œBenchmark Transition Eventâ€ will be deemed to have occurred with respect to any Benchmark if a public statement or publication of information set forth above has occurred with respect to each then-current Available Tenor of such Benchmark (or the published component used in the calculation thereof).9â€œBenchmark Unavailability Periodâ€ means, the period (if any) (a) beginning at the time that a Benchmark Replacement Date has occurred if, at such time, no Benchmark Replacement has replaced the then-current Benchmark for all purposes hereunder and under any Loan Document in accordance with Section 2.13(b) and (b) ending at the time that a Benchmark Replacement has replaced the then-current Benchmark for all purposes hereunder and under any Loan Document in accordance with Section 2.13(b).â€œBeneficial Ownership Certificationâ€ means a certification regarding beneficial ownership or control as required by the Beneficial Ownership Regulation. â€œBeneficial Ownership Regulationâ€ means 31 C.F.R. Â§ 1010.230.â€œBeneficiaryâ€ means each Agent, Issuing Bank, Lender and Lender Counterparty.â€œBenefit Plansâ€ means any of (a) an â€œemployee benefit planâ€ (as defined in ERISA) that is subject to Title I of ERISA, (b) a â€œplanâ€ as defined in and subject to Section 4975 of the Code or (c) any Person whose assets include (for purposes of ERISA Section 3(42) or otherwise for purposes of Title I of ERISA or Section 4975 of the Code) the assets of any such â€œemployee benefit planâ€ or â€œplanâ€.â€œBHC Act Affiliateâ€ of a party means an â€œaffiliateâ€ (as such term is defined under, and interpreted in accordance with, 12 U.S.C. Â§ 1841(k)) of such party.â€œBoardâ€ means the Board of Governors of the Federal Reserve System of the United States of America (or any successor).â€œBoard of Directorsâ€ means the board of directors or comparable governing body of the Borrower, or any committee thereof duly authorized to act on its behalf.â€œBona Fide Debt Fundâ€ means any fund or investment vehicle that is engaged in the making, purchasing, holding or otherwise investing in commercial loans, bonds and other similar extensions of credit in the ordinary course. â€œBookrunnerâ€ means Citi, in its capacity as sole bookrunner, and any successor thereto.â€œBorrowerâ€ means Cloudflare, Inc., a Delaware corporation.â€œBorrowingâ€ means (a) Loans of the same Type, made, converted or continued on the same date and, in the case of SOFR Loans, as to which a single Interest Period is in effect or (b) a Swing Line Loan.â€œBorrowing Requestâ€ means a request by the Borrower for a Borrowing in accordance with Section 2.5.10â€œBusiness Credit Card Obligationsâ€ means obligations incurred by the Borrower or its Subsidiaries in the ordinary course of business under a commercial credit card or purchasing card program.â€œBusiness Dayâ€ means any day that is not a Saturday, Sunday or other day on which commercial banks in New York City are authorized or required by law to remain closed; provided that, (x) when used in connection with a SOFR Loan, the term â€œBusiness Dayâ€ shall also exclude any day that is not a Periodic Term SOFR Determination Day, and (y) when used in connection with an ABR Loan, the term â€œBusiness Dayâ€ shall also exclude any day that is not a ABR Term SOFR Determination Day.â€œCapital Lease Obligationsâ€ of any Person means the obligations of such Person to pay rent or other amounts under any lease of (or other arrangement conveying the right to use) real or personal property, or a combination thereof, which obligations are required to be classified and accounted for as capital leases on a balance sheet of such Person under GAAP, and the amount of such obligations shall be the capitalized amount thereof determined in accordance with GAAP; provided that, any obligations relating to a lease that was or would have been accounted for by such Person as an operating lease for purposes of GAAP prior to the implementation of Financial Accounting Standards Board ASU No. 2016-02, Leases (Topic 842) and any interpretations thereof (â€œASU 842â€) shall continue to be accounted for as operating leases and not as Capital Lease Obligations for purposes of all financial definitions, calculations and covenants for purpose of this Agreement (other than the delivery of financial statements prepared in accordance with GAAP), notwithstanding the fact that such obligations are required in accordance with ASU 842 to be treated as capitalized lease obligations in accordance with GAAP in the financial statements to be delivered pursuant to the Loan Documents. For purposes of SectionÂ 6.2, a Capital Lease Obligation shall be deemed to be secured by a Lien on the property being leased and such property shall be deemed to be owned by the lessee. â€œCash Equivalentsâ€ means(1)Â Â Â Â United States Dollars, or money in other currencies received in the ordinary course of business,(2)Â Â Â Â U.S. Government Obligations or certificates representing an ownership interest in U.S. Government Obligations with maturities not exceeding one year from the date of acquisition,(3)Â Â Â Â (i) demand deposits, (ii) time deposits and certificates of deposit with maturities of one year or less from the date of acquisition, (iii) bankersâ€™ acceptances with maturities not exceeding one year from the date of acquisition, and (iv) overnight bank deposits, in each case with any bank or trust company organized or licensed under the laws of the United States or any State thereof having capital, surplus and undivided profits in excess of $2,000,000,000 whose short-term debt is rated â€œA-2â€ or higher by S&P or â€œP-2â€ or higher by Moodyâ€™s,11(4)Â Â Â Â repurchase obligations with a term of not more than seven days for underlying securities of the type described in clauses (2) and (3) above entered into with any financial institution meeting the qualifications specified in clause (3) above,(5)Â Â Â Â commercial paper rated at least P-1 by Moodyâ€™s or A-1 by S&P and maturing within one year after the date of acquisition,(6)Â Â Â Â securities with maturities of one year or less from the date of acquisition which (or the issuer of which) are rated at least A or A-1 by S&P or A2 or P-1 by Moodyâ€™s, (7)Â Â Â Â money market funds at least 90% of the assets of which consist of investments of the type described in clauses (1) through (6) above,(8) Â Â Â Â Investments in available-for-sale securities made pursuant to the Borrowerâ€™s investment policy as approved by the Board of Directors as in effect on, and provided to the Administrative Agent on or prior to, the Closing Date, and as may be amended, supplemented or otherwise modified by the Board of Directors in a manner reasonably satisfactory to, and approved in writing by, the Administrative Agent for purposes hereof (such approval not to be unreasonably withheld or delayed), and(9) Â Â Â Â in the case of any Foreign Subsidiary, instruments and investments of the type and maturity described in clause (1) through (8) above denominated in any foreign currency that are comparable in investment quality to those referred to above and are customarily used by companies in the jurisdiction of such Foreign Subsidiary for cash management purposes.â€œCash Management Servicesâ€ means (a) treasury management services (including controlled disbursements, zero balance arrangements, cash sweeps, automated clearinghouse transactions, return items, overdrafts, temporary advances, interest and fees and interstate depository network services) provided to the Borrower or any of its Subsidiaries and (b) commercial credit card and purchasing card services provided to the Borrower or any of its Subsidiaries.â€œCash Management Services Agreementâ€ means any agreement with respect to the provision of Cash Management Services to the Borrower or any of its Subsidiaries.â€œCFCâ€ means (a) each Subsidiary that is a â€œcontrolled foreign corporationâ€ within the meaning of Section 957 of the Code and (b) each subsidiary of any such controlled foreign corporation.â€œCFC Holdcoâ€ means each Subsidiary, including a U.S. Subsidiary, substantially all the assets of which consist of Equity Interests in one or more CFCs or Subsidiaries described in this definition. â€œChange in Controlâ€ means (a) other than by Permitted Holders, the acquisition of ownership, directly or indirectly, beneficially or of record, by any Person or group (within the meaning of the Exchange Act and the rules of the SEC thereunder) of Equity Interests in the 12Borrower representing more than 35% of the aggregate ordinary voting power represented by the issued and outstanding Equity Interests in the Borrower, or (b) the occupation of a majority of the seats (other than vacant seats) on the board of directors of the Borrower by Persons who were neither (i) nominated or approved by the board of directors of the Borrower nor (ii) appointed by directors so nominated or approved.â€œChange in Lawâ€ means the occurrence, after the Closing Date, of any of the following: (a) the adoption or taking effect of any law, rule, regulation or treaty, (b) any change in any law, rule, regulation or treaty or in the administration, interpretation, implementation or application thereof by any Governmental Authority or (c) the making or issuance of any request, rule, guideline or directive (whether or not having the force of law) by any Governmental Authority; provided that, notwithstanding anything herein to the contrary, (x) the Dodd-Frank Wall Street Reform and Consumer Protection Act and all requests, rules, guidelines or directives thereunder or issued in connection therewith and (y) all requests, rules, guidelines or directives promulgated by the Bank for International Settlements, the Basel Committee on Banking Supervision (or any successor or similar authority) or the United States or foreign regulatory authorities, in each case pursuant to Basel III, shall in each case, be deemed to be a â€œChange in Lawâ€ regardless of the date enacted, adopted or issued or implemented.â€œCitiâ€ means Citibank, N.A., a national banking association, in its individual capacity, and its successors.â€œClosing Dateâ€ means May 17, 2024.â€œCodeâ€ means the U.S. Internal Revenue Code of 1986, as amended from time to time, and the regulations promulgated and rulings issued thereunder.â€œCollateralâ€ means, collectively, all of the property (including Equity Interests) in which Liens are purported to be granted pursuant to the Collateral Documents as security for the Obligations; provided, that the Collateral shall not include any voting stock of a CFC or a CFC Holdco, other than up to 65% of the voting stock of a CFC or a CFC Holdco that is a direct Subsidiary of a Loan Party.â€œCollateral Agentâ€ means Citi, in its capacity as collateral agent for the Lenders and Issuing Banks hereunder, or any successor collateral agent.â€œCollateral Documentsâ€ means the Security Agreement, the Intellectual Property Security Agreements and all other instruments, documents and agreements delivered by or on behalf of any Loan Party pursuant to this Agreement or any of the other Loan Documents in order to grant to, or perfect in favor of, the Collateral Agent, for the benefit of the Lenders and Issuing Banks, a Lien on any Collateral of that Loan Party as security for the Obligations.â€œCommitmentâ€ means, with respect to each Lender, the commitment of such Lender to make Revolving Loans hereunder and to acquire participations in Letters of Credit and Swing Line Loans hereunder, expressed as an amount representing the maximum aggregate amount of such Lenderâ€™s Loans hereunder, as such commitment may be (a) reduced from time to 13time pursuant to Section 2.8, (b) increased from time to time pursuant to Section 2.19 and (c) reduced or increased from time to time pursuant to assignments by or to such Lender pursuant to Section 2.20 or Section 10.4. The initial amount of each Lenderâ€™s Commitment as of the Closing Date is set forth on Schedule 2.1. The aggregate amount of the Lendersâ€™ Commitments as of the Closing Date is $400,000,000.â€œCommitment Dateâ€ has the meaning set forth in Section 2.19(b).â€œCommitment Increaseâ€ has the meaning set forth in Section 2.19(a).â€œCommitment Termination Dateâ€ means the earliest to occur of (a) the Maturity Date, (b) the date the Commitments are permanently reduced to zero pursuant to Section 2.8, and (c) the date of the termination of the Commitments pursuant to Article VIII.â€œCommodity Exchange Actâ€ means the Commodity Exchange Act (7 U.S.C. Â§ 1 et seq.), as amended from time to time, and any successor statute.â€œConforming Changesâ€ means, with respect to either the use or administration of Term SOFR or the use, administration, adoption or implementation of any Benchmark Replacement, any technical, administrative or operational changes (including changes to the definition of â€œABR,â€ the definition of â€œBusiness Day,â€ the definition of â€œU.S. Government Securities Business Day,â€ the definition of â€œInterest Periodâ€ or any similar or analogous definition (or the addition of a concept of â€œinterest periodâ€), timing and frequency of determining rates and making payments of interest, timing of borrowing requests or prepayment, conversion or continuation notices, the applicability and length of lookback periods, the applicability of Section 2.13(b) and other technical, administrative or operational matters) that the Administrative Agent, in consultation with the Borrower, decides may be appropriate to reflect the adoption and implementation of any such rate or to permit the use and administration thereof by the Administrative Agent in a manner substantially consistent with market practice (or, if the Administrative Agent decides that adoption of any portion of such market practice is not administratively feasible or if the Administrative Agent determines that no market practice for the administration of any such rate exists, in such other manner of administration as the Administrative Agent, in consultation with the Borrower, decides is reasonably necessary in connection with the administration of this Agreement and the other Loan Documents).â€œConsenting Lenderâ€ has the meaning set forth in Section 2.20(a).â€œConsolidated Adjusted EBITDAâ€ means, for any period, (a)Â Â Â Â Consolidated Net Income for such

period plus, (b)Â Â Â Â without duplication and to the extent reflected as a charge in the statement of such Consolidated Net Income for such period (other than clauses (b)(iv) and (b)(xi) â€“ (b)(xiii)), the sum of 14(i)Â Â Â Â provision for taxes based on income, profits or capital, including federal, foreign and state income, franchise, and similar taxes based on income, profits or capital paid or accrued (including in respect of repatriated funds), (ii)Â Â Â Â interest expense, amortization or write-off of debt discount and debt issuance costs and commissions, discounts and other fees and charges associated with Indebtedness (including the Loans), expenses associated with any loss from the early extinguishment of Indebtedness and expenses associated with the equity component of, and any mark-to-market losses with respect to convertible notes, (iii)Â Â Â Â depreciation and amortization expense, (iv)Â Â Â Â expected â€œrun rateâ€ cost savings, operating expense reductions and cost saving synergies related to Acquisitions that are reasonably identifiable and factually supportable and are projected by the Borrower in good faith to result from actions that have been taken or initiated or will be taken (in the good faith determination of the Borrower and evidenced by a certificate of the chief financial officer of the Borrower) within 12 months after such Acquisition is consummated; provided that such cost savings, operating expense reductions and cost savings synergies shall not exceed, when taken together with any amounts added back to Consolidated Adjusted EBITDA pursuant to clause (xiii) below, 15% of Consolidated Adjusted EBITDA (before giving effect to such adjustment) for any Measurement Period, (v)Â Â Â Â transaction costs and expenses incurred or paid in connection with Acquisitions, whether or not completed; provided that such transaction costs and expenses shall not exceed 5% of Consolidated Adjusted EBITDA (before giving effect to such adjustment) for any Measurement Period, (vi)Â Â Â Â any net loss incurred in such period from foreign currency exchanges, conversions, translations and/or contracts, (vii)Â Â Â Â any unusual or non-recurring charges, losses and expenses, in each case determined in accordance with GAAP to the extent GAAP is applicable to such determination, (viii)Â Â Â Â non-cash stock option, restricted stock units and other equity-based compensation expenses, (ix)Â Â Â Â payroll tax expense related to stock option and other equity-based compensation expenses, (x)Â Â Â Â any other non-cash charges, losses and expenses of the Borrower or any Subsidiaries for such period (excluding any such charge, expense or loss incurred in the ordinary course of business that constitutes an accrual of, or a reserve for, cash charges for any future period),15(xi)Â Â Â Â expenses, charges or losses to the extent covered by insurance and actually reimbursed, or, so long as the Borrower has made a good faith determination that such amount will in fact be reimbursed by the insurer and such amount is (x) not denied by the applicable carrier in writing within 90 days and (y) in fact reimbursed within one year after the date of such evidence; provided, that if not so received within such one year period, such amount shall be subtracted in the subsequent calculation period,(xii)Â Â Â Â proceeds from any business interruption insurance to the extent not already included in Consolidated Net Income (including any such proceeds that the Borrower determines in good faith are expected to be received by the Borrower or any of its Subsidiaries in a subsequent period and within one year of the underlying loss; provided, that if not so received within such one year period, such amount shall be subtracted in the subsequent calculation period),(xiii)Â Â Â Â any losses, charges and expenses related to restructuring, severance, relocation, consolidation, integration or other similar items; provided that such losses, charges and expenses related to restructuring, severance, relocation, consolidation, integration or other similar items shall not exceed, when taken together with any amounts added back to Consolidated Adjusted EBITDA pursuant to clause (iv) above, 15% of Consolidated Adjusted EBITDA (before giving effect to such adjustment) for any Measurement Period, and(xiv)Â Â Â Â fees and expenses directly related to the Transactions, the incurrence of any Indebtedness permitted hereunder (including Permitted Convertible Indebtedness), including any permitted amendment, modification, restructuring or refinancing thereof, any Permitted Call Spread Transaction, the offering of any Equity Interests by the Borrower, any acquisition, investment or disposition transactions and any transfer or license of any Intellectual Property or intellectual property rights by the Borrower or any of its Subsidiaries to any Subsidiary of the Borrower, in each case whether or not completed;provided, however, that (i) increases in deferred revenue for such period shall be added back to Consolidated Net Income in calculating Consolidated Adjusted EBITDA for such period, (ii) decreases in deferred revenue for such period shall be subtracted from Consolidated Net Income in calculating Consolidated Adjusted EBITDA for such period and (iii) cash payments made in such period or in any future period in respect of non-cash charges, expenses or losses (excluding any such charge, expense or loss incurred in the ordinary course of business that constitutes an accrual of, or a reserve for, cash charges for any future period) shall be subtracted from Consolidated Net Income in calculating Consolidated Adjusted EBITDA in the period when such payments are made, and minus, (c)Â Â Â Â to the extent included in the statement of such Consolidated Net Income for such period (and without duplication), the sum of (i)Â Â Â Â any extraordinary income or gains determined in accordance with GAAP, 16(ii)Â Â Â Â any income or gain from the early extinguishment of Indebtedness, (iii)Â Â Â Â any net income or gain incurred in such period from foreign currency exchanges, conversions, translations and/or contracts and (iv)Â Â Â Â any other non-cash income (excluding any items that represent the reversal of any accrual of, or cash reserve for, anticipated cash charges in any prior period that are described in the parenthetical to clause (b)(x) above or any such item that is non-cash during such period but the subject of a cash payment in a prior or future period), including for the avoidance of doubt, mark-to market gains in respect of convertible notes, all as determined on a consolidated basis. For all purposes of this Agreement, Consolidated Adjusted EBITDA (and any financial ratio that uses such term) will be determined on a pro forma basis to give effect to any Specified Transaction that has been consummated during the applicable period as if such Specified Transaction had been consummated on and as of the first day of such applicable period (and if such Specified Transaction involves the incurrence of Indebtedness and such Indebtedness bears a floating rate of interest and is being given pro forma effect, the interest on such Indebtedness shall be calculated as if the rate in effect on the date of determination had been the applicable rate for the entire period (taking into account any Swap Agreement applicable to such Indebtedness).â€œConsolidated Cash Interest Expenseâ€ means, with reference to any period, total cash interest expense (including that attributable to Capital Lease Obligations) of the Borrower and its Subsidiaries for such period with respect to all outstanding Indebtedness of the Borrower and its Subsidiaries (including all commissions, discounts and other fees and charges owed with respect to letters of credit and bankersâ€™ acceptance financing and net costs under Swap Agreements in respect of interest rates to the extent such net costs are allocable to such period in accordance with GAAP), calculated on a consolidated basis for the Borrower and its Subsidiaries for such period in accordance with GAAP.â€œConsolidated Funded Indebtednessâ€ shall mean, as of any date, the sum for the Borrower and its Subsidiaries, without duplication, of (a) all Indebtedness of the Borrower and its Subsidiaries of the types referred to in clauses (a), (c), (d), (e) and (f) (solely in respect of drawn letters of credit that have not been reimbursed within three (3) Business Days) of the definition of Indebtedness, (b) all Indebtedness of others of the type referred to in clause (a) of this definition secured by (or for which the holder of such Indebtedness has an existing right, contingent or otherwise, to be secured by) a Lien on, or payable out of the proceeds of production from, any property or asset of the Borrower and/or its Subsidiaries, provided, that the amount of such Indebtedness shall be the lesser of (x) the fair market value of such assets at such date of determination and (y) the amount of such Indebtedness of such other Person and (c) all Guarantees of the Borrower and/or its Subsidiaries with respect to Indebtedness of others of the type referred to in clause (a) and (b) of this definition. The Consolidated Funded Indebtedness of any Person shall include the Consolidated Funded Indebtedness of any other entity (including any partnership in which such Person is a general partner) to the extent such Person is liable therefor as a result of such Personâ€™s ownership interest in or other relationship with such entity, 17except to the extent the terms of such Consolidated Funded Indebtedness provide that such Person is not liable therefor. Notwithstanding the foregoing, the obligations of the Borrower pursuant to any Permitted Call Spread Transaction shall not constitute Consolidated Funded Indebtedness for purposes of this Agreement.â€œConsolidated Net Incomeâ€ means, for any period, the net income or loss of the Borrower and its consolidated Subsidiaries for such period, determined on a consolidated basis in conformity with GAAP; provided that there shall be excluded (a) the income of any Person that is not a consolidated Subsidiary except to the extent of the amount of cash dividends or similar cash distributions actually paid by such Person to the Borrower or, subject to clauses (b) and (c) below, any consolidated Subsidiary during such period, (b) the income of, and any amounts referred to in clause (a) above paid to, any consolidated Subsidiary of the Borrower to the extent that, on the date of determination, the declaration or payment of cash dividends or similar cash distributions by such Subsidiary is not permitted without any prior approval of any Governmental Authority that has not been obtained or is not permitted by the operation of the terms of the organizational documents of such Subsidiary, any agreement or other instrument binding upon such Subsidiary or any law applicable to such Subsidiary, unless such restrictions with respect to the payment of cash dividends and other similar cash distributions have been legally and effectively waived, (c) the income or loss of, and any amounts referred to in clause (a) above paid to, any consolidated Subsidiary that is not wholly owned by the Borrower to the extent such income or loss or such amounts are attributable to the noncontrolling interest in such consolidated Subsidiary, (d) effects of adjustments related to the application of purchase accounting, (e) the cumulative effect of a change in accounting principles.â€œControlâ€ means the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a Person, whether through the ability to exercise voting power, by contract or otherwise. â€œControllingâ€ and â€œControlledâ€ have meanings correlative thereto.â€œCorresponding Tenorâ€ with respect to any Available Tenor means, as applicable, either a tenor (including overnight) or an interest payment period having approximately the same length (disregarding business day adjustment) as such Available Tenor.â€œCovered Entityâ€ means any of the following: (i) a â€œcovered entityâ€ as that term is defined in, and interpreted in accordance with, 12 C.F.R. Â§ 252.82(b); (ii) a â€œcovered bankâ€ as that term is defined in, and interpreted in accordance with, 12 C.F.R. Â§ 47.3(b); or (iii) a â€œcovered FSIâ€ as that term is defined in, and interpreted in accordance with, 12 C.F.R. Â§ 382.2(b).â€œCovered Partyâ€ has the meaning set forth in Section 10.20.â€œCounterpart Agreementâ€ means a Counterpart Agreement substantially in the form of Exhibit H delivered by a Loan Party pursuant to Section 5.10.â€œCredit Extensionâ€ has the meaning set forth in Section 4.2.18â€œDaily Simple SOFRâ€ means, for any day, SOFR, with the conventions for this rate (which will include a lookback) being established by the Administrative Agent in accordance with the conventions for this rate selected or recommended by the Relevant Governmental Body for determining â€œDaily Simple SOFRâ€ for syndicated business loans; provided, that if the Administrative Agent decides that any such convention is not administratively feasible for the Administrative Agent, then the Administrative Agent may establish another convention in its reasonable discretion.â€œDebtor Relief Lawsâ€ means the Bankruptcy Code, and all other liquidation, conservatorship, bankruptcy, assignment for the benefit of creditors, moratorium, rearrangement, receivership, insolvency, reorganization, or similar debtor relief Laws of the United States or other applicable jurisdictions from time to time in effect.â€œDeclining Lenderâ€ has the meaning set forth in Section 2.20(a).â€œDefaultâ€ means any event or condition which constitutes an Event of Default or which upon notice, lapse of time or both would, unless cured or waived, become an Event of Default.â€œDefault Rightâ€ has the meaning assigned to that term in, and shall be interpreted in accordance with, 12 C.F.R. Â§Â§ 252.81, 47.2 or 382.1, as applicable.â€œDefaulting Lenderâ€ means, subject to Section 2.21(c), any Lender that (a) has failed to (i) fund all or any portion of its Loans within two Business Days of the date such Loans were required to be funded hereunder, (ii) fund any portion of its participations in Letters of Credit or Swing Line Loans or (iii) pay to the Administrative Agent, any Issuing Bank or any other Lender any other amount required to be paid by it hereunder within three Business Days of the date when due, unless, in the case of clause (i) above, such Lender notifies the Administrative Agent and the Borrower in writing that such failure is the result of such Lenderâ€™s good faith determination that one or more conditions precedent to such funding or payment (each of which conditions precedent, together with any applicable Default, shall be specifically identified in such writing) has not been satisfied, (b) has notified the Borrower, any Issuing Bank, Swing Line Lender or the Administrative Agent in writing that it does not intend to comply with its funding obligations hereunder, or has made a public statement to that effect (unless such writing or public statement relates to such Lenderâ€™s obligation to fund a Loan hereunder and states that such position is based on such Lenderâ€™s good faith determination that a condition precedent to funding (which condition precedent, together with any applicable Default, shall be specifically identified in such writing or public statement) cannot be satisfied), (c) has failed, within three Business Days after written request by the Administrative Agent, any Issuing Bank or the Borrower, to confirm in writing to the Administrative Agent, the Issuing Banks and the Borrower that it will comply with its prospective funding obligations and participations in then outstanding Letters of Credit and Swing Line Loans hereunder (provided that such Lender shall cease to be a Defaulting Lender pursuant to this clause (c) upon receipt of such written confirmation by the Administrative Agent, the Issuing Banks and the Borrower), (d) has, or has a direct or indirect parent company that has, (i) become the subject of a proceeding under any Debtor Relief Law, (ii) become the subject of a Bail-In Action or (iii) had appointed for it a receiver, custodian, 19conservator, trustee, administrator, assignee for the benefit of creditors or similar Person charged with reorganization or liquidation of its business or assets, including the Federal Deposit Insurance Corporation or any other state or federal regulatory authority acting in such a capacity or (e) has become the subject of a Bail-In Action; provided that a Lender shall not be a Defaulting Lender solely by virtue of the ownership or acquisition of any equity interest in that Lender or any direct or indirect parent company thereof by a Governmental Authority so long as such ownership interest does not result in or provide such Lender with immunity from the jurisdiction of courts within the United States or from the enforcement of judgments or writs of attachment on its assets or permit such Lender (or such Governmental Authority) to reject, repudiate, disavow or disaffirm any contracts or agreements made with such Lender. Any determination by the Administrative Agent that a Lender is a Defaulting Lender under clauses (a) through (d) above shall be conclusive and binding absent manifest error, and such Lender shall be deemed to be a Defaulting Lender (subject to Section 2.21(c)) upon delivery of written notice of such determination to the Borrower, each Issuing Bank, the Swing Line Lender and each Lender.â€œDirect Borrower Obligationsâ€ shall mean any Obligations of the Borrower in its capacity as the Borrower under this Agreement, or as a counterparty or direct obligor with respect to any Secured Swap Agreement or any Secured Cash Management Services Agreement.â€œDisbursement Dateâ€ has the meaning set forth in SectionÂ 2.4(d).â€œDisclosed Mattersâ€ means the actions, suits and proceedings and the environmental matters disclosed in Schedule 3.6 to the Disclosure Letter.â€œDisclosure Letterâ€ means the disclosure letter, dated as of the Closing Date, delivered by Borrower to the Administrative Agent for the benefit of the Lenders.â€œDisqualified Equity Interestâ€ means any Equity Interest which, by its terms (or by the terms of any security or other Equity Interests into which it is convertible or for which it is exchangeable), or upon the happening of any event or condition (i) matures (excluding any maturity as the result of an optional redemption by the issuer thereof) or is mandatorily redeemable (other than solely for Equity Interests which are not otherwise Disqualified Equity Interests and the payment in cash in lieu of the issuance of fractional shares of such Equity Interests), pursuant to a sinking fund obligation or otherwise, (ii) is redeemable at the option of the holder thereof (other than solely for Equity Interests which are not otherwise Disqualified Equity Interests and the payment in cash in lieu of the issuance of fractional shares of such Equity Interests), in whole or in part, or (iii) is or becomes convertible into or exchangeable (unless at the sole option of the issuer thereof) for Indebtedness or any other Equity Interests that would constitute Disqualified Equity Interests, in each case, prior to the date that is 181 days after the Maturity Date then in effect; provided that Equity Interests will not constitute Disqualified Equity Interests solely because of provisions giving holders thereof the right to require repurchase or redemption upon an â€œasset saleâ€ or â€œchange of controlâ€ occurring prior to the date that is 181 days after the latest Maturity Date then in effect if the payment upon such redemption or repurchase is contractually subordinated in right of payment to the Obligations.20â€œDollarsâ€ or â€œ$â€ refers to lawful money of the United States of America.â€œDollar Equivalentâ€ means, for any amount, on any date of determination, (a) with respect to such amount in Dollars, such amount, (b) if such amount is expressed in an Alternative Currency, the equivalent of such amount in Dollars determined by using the rate of exchange for the purchase of Dollars with the Alternative Currency last provided (either by publication or otherwise provided to the Administrative Agent) by Reuters on the Business Day (New York City time) immediately preceding the date of determination or if such service ceases to be available or ceases to provide a rate of exchange for the purchase of Dollars with the Alternative Currency, as provided by such other publicly available information service which provides that rate of exchange at such time in place of Reuters chosen by the Administrative Agent in its sole discretion (or if such service ceases to be available or ceases to provide such rate of exchange, the equivalent of such amount in Dollars as determined by the Administrative Agent using any method of determination it deems appropriate in its sole discretion) and (c) with respect to any amount in any other currency, the equivalent in Dollars of such amount, determined by the Administrative Agent using any method of determination it deems appropriate in its sole discretion for such amount on such date. The Dollar Equivalent at any time of the amount of any Letter of Credit or Letter of Credit disbursement denominated in any currency other than Dollars shall be the amount most recently determined as provided in Section 1.5(b).â€œDomestic Subsidiaryâ€ means any Subsidiary that is incorporated or organized under the laws of the United States, any State thereof or in the District of Columbia, other than (a) a CFC Holdco or (b) a subsidiary of a CFC Holdco or CFC. â€œEEA Financial Institutionâ€ means (a) any credit institution or investment firm established in any EEA Member Country which is subject to the supervision of an EEA Resolution Authority, (b) any entity established in an EEA Member Country which is a parent of an institution described in clause (a) of this definition, or (c) any financial institution established in an EEA Member Country which is a subsidiary of an institution described in clauses (a) or (b) of this definition and is subject to consolidated supervision with its parent.â€œEEA Member Countryâ€ means any of the member states of the European Union, Iceland, Liechtenstein, and Norway.â€œEEA Resolution Authorityâ€ means any public administrative authority or any Person entrusted with public administrative authority of any EEA Member Country (including any delegee) having responsibility for the resolution of any EEA Financial Institution.â€œElectronic Signatureâ€ means an electronic symbol, sound, or process attached to, or

associated with, a contract or other record and adopted by a Person with the intent to sign, authenticate or accept such contract or record.â€œEligible Assigneeâ€ has the meaning set forth in Section 2.19(c).21â€œEngagement Letterâ€ means that certain Engagement Letter, dated as of April 10, 2024, between the Borrower and Citi.â€œEnvironmental Lawsâ€ means all laws, rules, regulations, codes, ordinances, orders, decrees, judgments, injunctions, notices or binding agreements issued, promulgated or entered into by any Governmental Authority, relating in any way to the environment, preservation or reclamation of natural resources, the management, release or threatened release of any Hazardous Material or to health and safety matters.â€œEnvironmental Liabilityâ€ means any liability, contingent or otherwise (including any liability for damages, costs of investigation, reclamation or remediation, fines, penalties or indemnities), directly or indirectly resulting from or based upon (a) compliance or noncompliance with any Environmental Law, (b) the generation, use, handling, transportation, storage, treatment or disposal of any Hazardous Materials, (c) exposure to any Hazardous Materials, (d) the presence, release or threatened release of, or exposure to, any Hazardous Materials or (e) any contract, agreement or other consensual arrangement pursuant to which liability is assumed or imposed with respect to any of the foregoing.â€œEquity Interestsâ€ means shares of capital stock, partnership interests, membership interests in a limited liability company, beneficial interests in a trust or other equity ownership interests in a Person, and any warrants, options or other rights entitling the holder thereof to purchase or acquire any such equity interest; provided that Equity Interests shall not include (i) any debt securities (including any Permitted Convertible Indebtedness) that are convertible into or exchangeable for any combination of Equity Interests and/or cash, (ii) any Permitted Call Spread Transaction or (iii) any Structured Repurchase.â€œERISAâ€ means the U.S. Employee Retirement Income Security Act of 1974, as amended from time to time, and the regulations promulgated and rulings issued thereunder.â€œERISA Affiliateâ€ means any person that for purposes of Title I or Title IV of ERISA or Section 412 of the Code would be deemed at any relevant time to be a single employer or otherwise aggregated with the Borrower or a Subsidiary under Section 414(b), (c), (m) or (o) of the Code or Section 4001 of ERISA.â€œERISA Eventâ€ means any one or more of the following: (a) any reportable event, as defined in Section 4043 of ERISA, with respect to a Plan; (b) the termination of any Plan under Section 4041 of ERISA; (c) the institution of proceedings by the PBGC under Section 4042 of ERISA for the termination of, or the appointment of a trustee to administer, any Plan; (d) the failure to make a required contribution to any Plan that would result in the imposition of a lien or other encumbrance or the provision of security under Section 430 of the Code or Section 303 or 4068 of ERISA, or the arising of such a lien or encumbrance; (e) any Borrower, Subsidiary or any ERISA Affiliate requests a minimum funding waiver or fails to satisfy the minimum funding standard under Section 412 of the Code or Section 302 of ERISA; (f) a determination that any Plan is, or is reasonably expected to be, considered an at-risk plan within the meaning of Section 430 of the Code or Section 303 of ERISA; (g) engaging in a non-exempt prohibited transaction within the meaning of Section 4975 of the Code or Section 406 of ERISA 22with respect to a Pension Plan; (h) the complete or partial withdrawal of any Borrower, Subsidiary or any ERISA Affiliate from a Multiemployer Plan; or (i) a determination that any Multiemployer Plan is in endangered or critical status under Section 432 of the Code or Section 305 of ERISA or is, or is expected to be, â€œinsolventâ€ within the meaning of Section 4245 of ERISA).â€œErroneous Paymentâ€ has the meaning assigned to it in Section 9.8(a).â€œErroneous Payment Deficiency Assignmentâ€ has the meaning assigned to it in Section 9.8(d)(i).â€œErroneous Payment Impacted Classâ€ has the meaning assigned to it in Section 9.8(d)(i).â€œErroneous Payment Return Deficiencyâ€ has the meaning assigned to it in Section 9.8(d)(i).â€œErroneous Payment Subrogation Rightsâ€ has the meaning assigned to it in Section 9.8(e).â€œEU Bail-In Legislation Scheduleâ€ means the EU Bail-In Legislation Schedule published by the Loan Market Association (or any successor Person), as in effect from time to time.â€œEuroâ€ or â€œeâ€¬â€ means the lawful currency of the member states of the European Union that have adopted a single currency in accordance with applicable law or treaty.â€œEvent of Defaultâ€ has the meaning set forth in Article VIII.â€œExchange Actâ€ means the United States Securities Exchange Act of 1934.â€œExchange Rateâ€ means, on any day, for purposes of determining the Dollar Equivalent of any currency other than Dollars, the rate at which such other currency may be exchanged into Dollars, as set forth at approximately 11:00 a.m., New York City time on such day on the applicable Reuters World Currency Page (or, solely in the case of determining the Dollar Equivalent of any drawing honored under a Letter of Credit denominated in an Alternative Currency, as set forth on such page at such other time (if any) on the relevant Disbursement Date (not later, in any event, than 5:00 p.m., London time) notified to the Administrative Agent by the relevant Issuing Bank on such Disbursement Date as being the time it hedged its Alternative Currency exposure in respect of such drawing). In the event that such rate does not appear on the applicable Reuters World Currency Page, the Exchange Rate shall be determined by reference to such other publicly available service for displaying exchange rates as may be agreed upon by the Administrative Agent, the applicable Issuing Bank and the Borrower, or, in the absence of such an agreement, such Exchange Rate shall instead be the arithmetic average of the spot rates of exchange of the Administrative Agent in the market where its foreign currency exchange operations in respect of such currency are then being conducted, at or about 23such time as the Administrative Agent shall elect (or as notified to it by the relevant Issuing Bank as provided above) after determining that such rates shall be the basis for determining the Exchange Rate, on such date for the purchase of Dollars for delivery two Business Days later; provided that if at the time of any such determination, for any reason, no such spot rate is being quoted, the Administrative Agent may use any reasonable method it deems appropriate to determine such rate, and such determination shall be conclusive absent manifest error.â€œExcluded Swap Obligationâ€ means, with respect to any Guarantor, any Swap Obligation if, and to the extent that, all or a portion of the Guaranty by such Guarantor of, or the grant by such Guarantor of a security interest to secure, such Swap Obligation (or any Guarantee thereof) is or becomes illegal under the Commodity Exchange Act or any rule, regulation or order of the Commodity Futures Trading Commission (or the application or official interpretation of any thereof) by virtue of such Guarantorâ€™s failure for any reason to constitute an â€œeligible contract participantâ€ as defined in the Commodity Exchange Act and the regulations thereunder at the time the Guaranty of such Guarantor, or the grant of such security interest, becomes effective with respect to such Swap Obligation. If a Swap Obligation arises under a master agreement governing more than one swap, such exclusion shall apply only to the portion of such Swap Obligation that is attributable to swaps for which such Guaranty or security interest is or becomes illegal.â€œExcluded Taxesâ€ means, with respect to the Administrative Agent, any Lender or any other recipient of any payment to be made by or on account of any obligation of a Loan Party hereunder, (a) Taxes imposed on (or measured by) its net income (however denominated), franchise Taxes, and branch profits Taxes, in each case (i) imposed by the jurisdiction (or any political subdivision thereof) under the laws of which such recipient is organized or in which its principal office is located or, in the case of any Lender, in which its applicable lending office is located or (ii) that are Other Connection Taxes, (b) in the case of a Foreign Lender, any United States withholding Tax that is imposed on amounts payable to or for the account of such Foreign Lender with respect to an applicable interest in a Loan or Commitment pursuant to a law in effect at the time (i) such Foreign Lender acquires such interest in the Loan or Commitment (other than an assignment pursuant to a request by the Borrower under Section 2.18(b)) or (ii) such Foreign Lender changes its lending office, except in each case to the extent that such Foreign Lender (or its assignor, if any) was entitled, at the time of changing its lending office (or assignment), to receive additional amounts from the Loan Parties with respect to such withholding tax pursuant to Section 2.16(a), (c) or (d), (c) any withholding Taxes imposed under FATCA and (d) any Taxes attributable to such recipientâ€™s failure to comply with Section 2.16(e).â€œExisting Maturity Dateâ€ has the meaning set forth in Section 2.20(a).â€œExtension Effective Dateâ€ has the meaning set forth in Section 2.20(a).â€œFATCAâ€ means Sections 1471 through 1474 of the Code, as of the Closing Date (or any amended or successor version that is substantively comparable and not materially more onerous to comply with) and any current or future regulations or official interpretations thereof and any agreements entered into pursuant to Section 1471(b)(1) of the Code or any published intergovernmental agreement entered into in connection with the implementation of such 24Sections of the Code and any fiscal or regulatory legislation, rules or official practices adopted pursuant to any such intergovernmental agreement..â€œFCPAâ€ means the Foreign Corrupt Practices Act of 1977 (15 U.S.C. Â§Â§ 78dd 1, et seq.) as amended.â€œFederal Funds Effective Rateâ€ means, for any day, the weighted average (rounded upwards, if necessary, to the next 1/100 of 1%) of the rates on overnight Federal funds transactions with members of the Federal Reserve System, as published on the next succeeding Business Day by the Federal Reserve Bank of NewÂ York, or, if such rate is not so published for any day that is a Business Day, the average (rounded upwards, if necessary, to the next 1/100 of 1%) of the quotations for such day for such transactions received by the Administrative Agent from three Federal funds brokers of recognized standing selected by it. â€œFederal Reserve Boardâ€ means the Board of Governors of the Federal Reserve System of the UnitedÂ States of America.â€œFinancial Officerâ€ means the chief financial officer, principal accounting officer, treasurer or controller of the Borrower.â€œFitchâ€ means Fitch Ratings Inc.â€œFloorâ€ means a rate of interest equal to 0.00%.â€œForeign Lenderâ€ means any Lender that is organized under the laws of a jurisdiction other than that in which the Borrower is located. For purposes of this definition, the United States of America, each State thereof and the District of Columbia shall be deemed to constitute a single jurisdiction.â€œForeign Subsidiaryâ€ means any Subsidiary other than a Domestic Subsidiary.â€œGAAPâ€ means generally accepted accounting principles in the United States of America.â€œGovernmental Actsâ€ means any act or omission, whether rightful or wrongful, of any present or future de jure or de facto government or Governmental Authority.â€œGovernmental Authorityâ€ means the government of the United States of America, any other nation or any political subdivision thereof, whether state or local, and any agency, authority, instrumentality, regulatory body, court, central bank or other entity exercising executive, legislative, judicial, taxing, regulatory or administrative powers or functions of or pertaining to government (including any supra-national bodies such as the European Union or the European Central Bank).â€œGrantorâ€ has the meaning set forth in the Security Agreement.25â€œGuaranteeâ€ of or by any Person (the â€œguarantorâ€) means any obligation, contingent or otherwise, of the guarantor guaranteeing or having the economic effect of guaranteeing any Indebtedness of any other Person (the â€œprimary obligorâ€) in any manner, whether directly or indirectly, and including any obligation of the guarantor, direct or indirect, (a) to purchase or pay (or advance or supply funds for the purchase or payment of) such Indebtedness or other obligation or to purchase (or to advance or supply funds for the purchase of) any security for the payment thereof, (b) to purchase or lease property, securities or services for the purpose of assuring the owner of such Indebtedness of the payment thereof, (c) to maintain working capital, equity capital or any other financial statement condition or liquidity of the primary obligor so as to enable the primary obligor to pay such Indebtedness or other obligation or (d) as an account party in respect of any letter of credit or letter of guaranty issued to support such Indebtedness; provided that the term Guarantee shall not include endorsements for collection or deposit in the ordinary course of business, or customary indemnification obligations entered into in connection with any Acquisition or disposition of assets or of other entities (other than to the extent that the primary obligations that are the subject of such indemnification obligation would be considered Indebtedness hereunder).â€œGuaranteed Obligationâ€ has the meaning set forth in Section 7.1.â€œGuarantorâ€ means each Person that shall have become a party hereto as a â€œGuarantorâ€ and shall have provided a Guaranty of the Obligations by executing and delivering to the Administrative Agent a signature page hereto or a Counterpart Agreement; provided that no Foreign Subsidiary shall be a Guarantor and for purposes of Article VII, the term â€œGuarantorsâ€ shall also include the Borrower (except with respect to the Direct Borrower Obligations).â€œGuarantyâ€ means the guaranty of each Guarantor set forth in Article VII.â€œHazardous Materialsâ€ means all explosive or radioactive substances or wastes and all hazardous or toxic substances, wastes or other pollutants, including petroleum or petroleum distillates, asbestos or asbestos containing materials, polychlorinated biphenyls, radon gas, infectious or medical wastes and all other substances or wastes of any nature regulated pursuant to any Environmental Law.â€œIllegality Noticeâ€ has the meaning set forth in Section 2.13(c).â€œIncrease Dateâ€ has the meaning set forth in Section 2.19(a).â€œIncreasing Lenderâ€ has the meaning set forth in Section 2.19(b).â€œIndebtednessâ€ of any Person at any date means, without duplication, (a) all obligations of such Person for borrowed money, (b) all obligations of such Person for the deferred purchase price of property or services (other than (i) accounts payable and accrued expenses (as defined under GAAP) incurred in the ordinary course of such Personâ€™s business and (ii) accruals for payroll and other liabilities, including deferred compensation arrangements, in each case, accrued in the ordinary course of business), (c) all obligations of such Person 26evidenced by notes, bonds, debentures or other similar instruments, (d) all indebtedness created or arising under any conditional sale or other title retention agreement with respect to property acquired by such Person (even though the rights and remedies of the seller or lender under such agreement in the event of default are limited to repossession or sale of such property), (e) all Capital Lease Obligations of such Person, (f) all obligations of such Person, contingent or otherwise, as an account party or applicant under or in respect of bankersâ€™ acceptances, letters of credit, surety bonds or similar arrangements, (g) any obligations with respect to any Swap Agreement to the extent required to be reflected as a liability on a balance sheet of such Person under GAAP, (h) any other Off-Balance Sheet Liability, (i) all Guarantees of such Person in respect of obligations of the kind referred to in clauses (a) through (h) above and (j) all obligations of the kind referred to in clauses (a) through (i) above secured by (or for which the holder of such obligation has an existing right, contingent or otherwise, to be secured by) any Lien on property (including accounts and contract rights) owned or acquired by such Person, whether or not such Person has assumed or become liable for the payment of such obligation, provided, that if such Person has not assumed or become liable for the payment of such obligation, then the amount of such Indebtedness shall not exceed the value of such property. The Indebtedness of any Person shall include the Indebtedness of any other entity (including any partnership in which such Person is a general partner) to the extent such Person is liable therefor as a result of such Personâ€™s ownership interest in or other relationship with such entity, except to the extent the terms of such Indebtedness expressly provide that such Person is not liable therefor. Notwithstanding the foregoing, the obligations of the Borrower pursuant to any Permitted Call Spread Transaction shall not constitute Indebtedness for purposes of this Agreement.â€œIndemnified Taxesâ€ means Taxes, other than Excluded Taxes, imposed on or with respect to any payment made by or on account of any obligation of any Loan Party under any Loan Document.â€œIndemniteeâ€ has the meaning set forth in Section 10.3(b).â€œInformationâ€ has the meaning set forth in Section 10.12(a).â€œInformation Documentsâ€ means at any time any memorandum, lenderâ€™s presentation or other written information, in each case as then supplemented or amended and including any documents attached thereto or incorporated by reference therein, prepared by the Borrower and given to any Lender in connection with the Transactions.â€œIntellectual Propertyâ€ has the meaning set forth in the Security Agreement.â€œIntellectual Property Security Agreementsâ€ has the meaning set forth in the Security Agreement.â€œInterest Coverage Ratioâ€ means, at any date, the ratio of (a) Consolidated Adjusted EBITDA to (b) Consolidated Cash Interest Expense, all calculated for the period of four consecutive fiscal quarters ended on such date (or, if such date is not the last day of a fiscal quarter, ended on the last day of the fiscal quarter most recently ended prior to such date).27â€œInterest Election Requestâ€ has the meaning set forth in Section 2.7(b).â€œInterest Payment Dateâ€ means (a) with respect to any ABR Loan (other than a Swing Line Loan), the last day of each March, June, September and December and the Maturity Date, (b) with respect to any SOFR Loan, the last day of the Interest Period applicable to the Borrowing of which such Loan is a part and, in the case of any SOFR Borrowing with an Interest Period of more than three monthsâ€™ duration, each day prior to the last day of such Interest Period that occurs at intervals of three monthsâ€™ duration after the first day of such Interest Period and the Maturity Date and (c)Â with respect to any Swing Line Loan, the day such Loan is required to be repaid.â€œInterest Periodâ€ means, with respect to any SOFR Borrowing, the period commencing on the date of such Borrowing and ending on the numerically corresponding day in the calendar month that is one, three or six months (or, with the consent of each Lender, twelve months or less than one month) thereafter, as the Borrower may elect; provided that (a)Â if any Interest Period would end on a day other than a Business Day, such Interest Period shall be extended to the next succeeding Business Day unless, in the case of a SOFR Borrowing only, such next succeeding Business Day would fall in the next calendar month, in which case such Interest Period shall end on the next preceding Business Day and (b) any Interest Period pertaining to a SOFR Borrowing that commences on the last Business Day of a calendar month (or on a day for which there is no numerically corresponding day in the last calendar month of such Interest Period) shall end on the last Business Day of the last calendar month of such Interest Period. For purposes hereof, the date of a Borrowing initially shall be the date on which such Borrowing is made and thereafter shall be the effective date of the most recent conversion or continuation of such Borrowing.â€œInvestmentâ€ means any loan, advance (other than advances to employees for moving, entertainment and travel expenses, drawing accounts and similar expenditures in the ordinary course of business), extension of credit (by way of Guarantee or otherwise) or capital contributions by the Borrower or any of its Subsidiaries to any other Person (other than any Loan Party); provided that Investment shall not include any Acquisitions.â€œIRSâ€ means the U.S. Internal Revenue Service.â€œISDA Definitionsâ€ means the 2006 ISDA Definitions published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as amended or supplemented from time to time, or any successor definitional booklet for interest rate derivatives published from time to time by the International Swaps and Derivatives Association, Inc. or such successor thereto.â€œISP 98â€ means, with respect to any Letter of Credit, the â€œInternational Standby Practices 1998â€ published by the Institute of International Banking Law & Practice, Inc. (or such later version thereof as may be acceptable to the applicable Issuing Bank and in effect at the time of issuance of such Letter of Credit).28â€œIssuance Noticeâ€ means an Issuance Notice substantially in the form of Exhibit B-2.â€œIssuing Bankâ€ means (a) each of Citi, Wells Fargo Bank, N.A. and Mizuho Bank, Ltd. and (b) each Lender that shall have become an Issuing Bank hereunder as provided in Section 2.4(i) (other than any Person that shall have ceased to be an Issuing Bank as provided in Section 2.4(h)), each in its capacity as an issuer of

Letters of Credit hereunder and together with its permitted successors and assigns in such capacity. Each Issuing Bank may, in its discretion, arrange for one or more Letters of Credit to be issued by Affiliates of such Issuing Bank, in which case the term â€œIssuing Bankâ€ shall include any such Affiliate with respect to Letters of Credit issued by such Affiliate (it being agreed that such Issuing Bank shall, or shall cause such Affiliate to, comply with the requirements of Section 2.4 with respect to such Letters of Credit).â€œIssuing Bank Sublimitâ€ means, at any time, (a) with respect to Citi in its capacity as Issuing Bank, the lesser of (x) $18,000,000 (or such greater amount as may be agreed by the Borrower and Citi from time to time) and (y) the aggregate unused amount of the Commitments of Citi, in its capacity as Lender, then in effect, (b) with respect to Wells Fargo Bank, N.A. in its capacity as Issuing Bank, the lesser of (x) $6,000,000 (or such greater amount as may be agreed by the Borrower and Wells Fargo Bank, N.A. from time to time) and (y) the aggregate unused amount of the Commitments of Wells Fargo Bank, N.A., in its capacity as Lender, then in effect, (c) with respect to Mizuho Bank, Ltd. in its capacity as Issuing Bank, the lesser of (x) $6,000,000 (or such greater amount as may be agreed by the Borrower and Mizuho Bank, Ltd. from time to time) and (y) the aggregate unused amount of the Commitments of Mizuho Bank, Ltd., in its capacity as Lender, then in effect and (d) with respect to any Lender that shall have become an Issuing Bank hereunder as provided in Section 2.4(i), the lesser of (x) such amount as set forth in the agreement referred to in Section 2.4(i) evidencing the appointment of such Lender (or its designated Affiliate) as an Issuing Bank (or such greater amount as may be agreed by the Borrower and such Issuing Bank from time to time) and (y) the aggregate unused amount of the Commitments of such Issuing Bank, in its capacity as Lender, then in effect. â€œJoint Ventureâ€ means a joint venture, partnership or other similar arrangement, whether in corporate, partnership or other legal form; provided that, in no event shall any corporate subsidiary of any Person be considered to be a Joint Venture to which such Person is a party.â€œJudgment Currencyâ€ has the meaning set forth in Section 10.19(b).â€œJunior Debtâ€ means (a) any Indebtedness of any Loan Party or any of its Subsidiaries that is secured on a junior lien basis, (b) any Subordinated Indebtedness, and/or (c) any Indebtedness which refinances any of the foregoing to the extent permitted by Section 6.1.â€œLCT Electionâ€ has the meaning set forth in Section 1.8.â€œLCT Test Dateâ€ has the meaning set forth in Section 1.8.29â€œLender Counterpartyâ€ means each Lender, each Agent and each of their respective Affiliates that is counterparty to a Swap Agreement or provider of Cash Management Services pursuant to a Cash Management Services Agreement, as applicable, including any Person who is an Agent or a Lender (and any Affiliate thereof) at the time of entry into such Swap Agreement or Cash Management Services Agreement, as applicable, but subsequently ceases to be an Agent or a Lender (or an Affiliate thereof), as the case may be.â€œLendersâ€ means the Persons listed on Schedule 2.1 and any other Person that shall have become a party hereto pursuant to an Assignment and Assumption or pursuant to Section 2.19, other than any such Person that ceases to be a party hereto pursuant to an Assignment and Assumption. Unless the context otherwise requires, the term â€œLendersâ€ includes the Swing Line Lender.â€œLetter of Creditâ€ means a standby letter of credit issued or to be issued by an Issuing Bank pursuant to this Agreement in a form and substance approved by such Issuing Bank.â€œLetter of Credit Sublimitâ€ means the lesser of (a) $30,000,000 and (b) the aggregate unused amount of the Commitments then in effect.â€œLetter of Credit Usageâ€ means, as at any date of determination, the sum of (a) the sum of the Dollar Equivalents (based on the applicable Exchange Rates) of the aggregate maximum amounts which are, or at any time thereafter may become, available for drawing under all Letters of Credit then outstanding and (b) the sum of the Dollar Equivalents (based on the applicable Exchange Rates) of the aggregate amounts of all drawings under Letters of Credit honored by the Issuing Banks and not theretofore reimbursed by or on behalf of the Borrower. The Letter of Credit Usage of any Lender at any time shall be its Applicable Percentage of the total Letter of Credit Usage at such time, adjusted to give effect to any reallocation under Section 2.21 of the Letter of Credit Usage of Defaulting Lenders in effect at such time.â€œLienâ€ means, with respect to any asset, (a) any mortgage, deed of trust, lien, pledge, hypothecation, encumbrance, charge or security interest in, on or of such asset and (b) the interest of a vendor or a lessor under any conditional sale agreement, capital lease or title retention agreement (or any financing lease having substantially the same economic effect as any of the foregoing) relating to such asset.â€œLimited Condition Transactionâ€ means any permitted Investment after the Closing Date by any Loan Party permitted pursuant to the Loan Documents whose consummation is not conditioned on the availability of, or on obtaining, third party financing and which is consummated no more than one hundred and twenty (120) days after the date on which the agreement relating to such permitted Investment is executed and effective.â€œLimited Informationâ€ means (a) information regarding the terms of, and the Borrowerâ€™s compliance with, this Agreement and the other Loan Documents, (b) information concerning the financial position, results of operations and cash flows of the Borrower and its Subsidiaries, including the Information Documents and the financial statements provided by the 30Borrower pursuant to Sections 3.4(a), 5.1(a) and (b) and any information concerning contingent liabilities, commitments and other exposures that would be material to determinations concerning the creditworthiness of the Borrower and its Subsidiaries, (c) any notice, certificate or other document delivered by the Borrower pursuant to the terms of this Agreement or any other Loan Document, (d) information regarding the Total Net Leverage Ratio or the corporate debt rating (if any) of the Borrower and (e) information regarding the credit support for the credit facility established hereunder, including the Collateral and Guarantors (it being understood that the term â€œLimited Informationâ€ does not include product designs, software and technology, inventions, trade secrets, know-how or other proprietary information of a like nature).â€œLiquidityâ€ means, at any time, the sum of (a) Unrestricted Cash plus (b) so long as the conditions to borrowing set forth in clauses (b) and (c) of Section 4.2 are satisfied at such time, the Available Revolving Commitments.â€œLoan Documentsâ€ means this Agreement (including any amendment hereto or waiver hereunder), the Notes (if any), any Counterpart Agreement, the Collateral Documents, the Disclosure Letter and any agreements, documents or certificates executed by the Borrower in favor of any Issuing Bank relating to Letters of Credit and any other agreement entered into in connection herewith by the Borrower or any Loan Party with or in favor of the Administrative Agent, the Collateral Agent or the Lenders and designated by the terms thereof as a â€œLoan Documentâ€.â€œLoan Partiesâ€ means the Borrower and the other Guarantors.â€œLoansâ€ means the loans made by the Lenders to the Borrower pursuant to this Agreement.â€œMargin Stockâ€ has the meaning assigned to such term in Regulation U of the Board as in effect from time to time.â€œMaterial Adverse Effectâ€ means a material adverse effect on (a) the business, property, financial condition or results of operations of the Borrower and its Subsidiaries taken as a whole, (b) the ability of the Loan Parties, taken as a whole, to perform any of their material obligations under the Loan Documents, (c) any material portion of the Collateral, or the Collateral Agentâ€™s Liens (on behalf of itself and the Lenders) on any material portion of the Collateral or the priority of such Liens (in each case, subject to Liens permitted by Section 6.2) or (d) the rights and remedies of the Lenders, the Issuing Banks or the Administrative Agent under this Agreement or of any Agent, any Issuing Bank, any Lender or any other Secured Party under the Loan Documents.â€œMaterial Domestic Subsidiaryâ€ means, at any time of determination, each Domestic Subsidiary (a) whose consolidated total assets as of the last day of the most recent fiscal quarter in respect of which financial statements have been delivered pursuant to Section 5.1(a) or (b) or Section 3.4(a) were equal to or greater than 5% of the consolidated total assets of the Borrower and its Subsidiaries at such date or (b) whose consolidated gross revenues for the most recent period of four fiscal quarters in respect of which financial statements have been 31delivered pursuant to Section 5.1(a) or (b) or Section 3.4(a) were equal to or greater than 5% of the consolidated gross revenues of the Borrower and its Subsidiaries for such period, in each case determined in accordance with GAAP, provided that if, as of the most recent date or period referred to in clause (a) or (b) above, the combined consolidated total assets or the combined consolidated gross revenues of all Domestic Subsidiaries that would not constitute Material Domestic Subsidiaries in accordance with this definition shall have exceeded 10% of the consolidated total assets of the Borrower and its Subsidiaries at such date or 10% of consolidated gross revenues of the Borrower and its Subsidiaries for such period, then the Borrower shall designate one or more of such Domestic Subsidiaries that would not otherwise be Material Domestic Subsidiaries as Material Domestic Subsidiaries until such excess shall have been eliminated.â€œMaterial Indebtednessâ€ means Indebtedness (other than any Indebtedness under the Loan Documents), or obligations in respect of one or more Swap Agreements, of any one or more of the Borrower and its Subsidiaries in a principal amount exceeding $25,000,000. For purposes of determining Material Indebtedness, the â€œprincipal amountâ€ of the obligations of the Borrower or any Subsidiary in respect of any Swap Agreement at any time shall be the maximum aggregate amount (giving effect to any netting agreements) that the Borrower or such Subsidiary would be required to pay if such Swap Agreement were terminated at such time.â€œMaterial IPâ€ means any Intellectual Property that is material to the conduct of the business of the Borrower and its Subsidiaries, taken as a whole.â€œMaterial Real Estate Assetâ€ means any domestic fee owned Real Estate Asset having a fair market value in excess of $5,000,000.â€œMaterial Subsidiaryâ€ means, at any time of determination, each Subsidiary (a) whose consolidated total assets as of the last day of the most recent fiscal quarter in respect of which financial statements have been delivered pursuant to Section 5.1(a) or (b) or Section 3.4(a) were equal to or greater than 5% of the consolidated total assets of the Borrower and its Subsidiaries at such date or (b) whose consolidated gross revenues for the most recent period of four fiscal quarters in respect of which financial statements have been delivered pursuant to Section 5.1(a) or (b) or Section 3.4(a) were equal to or greater than 5% of the consolidated gross revenues of the Borrower and its Subsidiaries for such period, in each case determined in accordance with GAAP, provided that if, as of the most recent date or period referred to in clause (a) or (b) above, the combined consolidated total assets or the combined consolidated gross revenues of all Subsidiaries that would not constitute Material Subsidiaries in accordance with this definition shall have exceeded 10% of the consolidated total assets of the Borrower and its Subsidiaries at such date or 10% of consolidated gross revenues of the Borrower and its Subsidiaries for such period, then the Borrower shall designate one or more of such Subsidiaries that would not otherwise be Material Subsidiaries as Material Subsidiaries until such excess shall have been eliminated.â€œMaturity Dateâ€ means May 17, 2029 (with respect to the Commitments of Consenting Lenders, as such date may be extended pursuant to Section 2.20) (the â€œScheduled Maturity Dateâ€); provided, that if on the date that is 91 days prior to the scheduled maturity date 32of the 2026 Convertible Notes and/or any other Permitted Convertible Indebtedness issued to refinance, exchange or replace the 2026 Convertible Notes (the â€œSpringing Maturity Dateâ€), (a) all or any portion of the 2026 Convertible Notes and/or any other Permitted Convertible Indebtedness issued to refinance, exchange or replace the 2026 Convertible Notes, in each case, remains outstanding with a maturity date that is not later than 91 days after the Scheduled Maturity Date and (b) on the Springing Maturity Date, the Liquidity of the Borrower and its Subsidiaries is less than an amount equal to 125% of the aggregate outstanding principal amount of the 2026 Convertible Notes (or any Permitted Convertible Indebtedness issued to refinance, exchange or replace the 2026 Convertible Notes) (such amount, the â€œSpecified Liquidityâ€), then, the Maturity Date shall automatically be the Springing Maturity Date; provided, further, that (x) the Borrower shall provide five (5) Business Daysâ€™ prior written notice to the Administrative Agent of the occurrence of the Springing Maturity Date and (y) a Responsible Officer of the Borrower shall deliver a certificate to the Administrative Agent on the Springing Maturity Date certifying that Liquidity is at least the amount of the Specified Liquidity on the Springing Maturity Date and providing reasonable calculations thereof; provided, however, that if such date is not a Business Day, the Maturity Date shall be the preceding Business Day.â€œMaturity Date Extension Requestâ€ means a request by the Borrower, in the form of Exhibit G hereto or such other form as shall be approved by the Administrative Agent, for the extension of the Maturity Date pursuant to Section 2.20.â€œMeasurement Periodâ€ means, at any date of determination, the most recently completed four consecutive fiscal quarters of the Borrower ended on or prior to such date.â€œMoodyâ€™sâ€ means Moodyâ€™s Investors Service, Inc., and any successor to its rating agency business.â€œMultiemployer Planâ€ means any multiemployer plan as defined in Section 4001(a)(3) of ERISA, which is contributed to by (or to which there is or could be an obligation to contribute of) the Borrower or a Subsidiary or an ERISA Affiliate, and each such plan for the five- year period immediately following the latest date on which the Borrower, or a Subsidiary or an ERISA Affiliate contributed to or had an obligation to contribute to such plan.â€œNon-Consenting Lenderâ€ means any Lender that does not approve any consent, waiver or amendment that (a) requires the approval of all Lenders or all affected Lenders in accordance with the terms of Section 10.2 and (b) has been approved by the Required Lenders.â€œNon-Defaulting Lenderâ€ means, at any time, each Lender that is not a Defaulting Lender at such time.â€œNon-U.S. Planâ€ means any plan, fund (including any superannuation fund) or other similar program established, contributed to (regardless of whether through direct contributions or through employee withholding) or maintained outside the United States by the Borrower or one or more Subsidiaries primarily for the benefit of employees of the Borrower or such Subsidiaries residing outside the United States, which plan, fund or other similar program provides, or results in, retirement income, a deferral of income in contemplation of retirement or 33payments to be made upon termination of employment, and which plan is not subject to ERISA or the Code.â€œNoteâ€ means a Revolving Loan Note or a Swing Line Note.â€œObligationsâ€ means all amounts owing by any Loan Party to any Agent, any Arranger, any Issuing Bank, any Lender or any Lender Counterparty pursuant to the terms of this Agreement, any Secured Swap Agreement (including payments for early termination of any Secured Swap Agreements), any Secured Cash Management Services Agreement (but in the case of Business Credit Card Obligations incurred after the Closing Date, not to exceed $20,000,000 in the aggregate at any time outstanding), any payment, discharge or satisfaction of the Erroneous Payment Subrogation Rights, or any other Loan Document (including reimbursement of amounts drawn under Letters of Credit and all interest which accrues after the commencement of any bankruptcy or insolvency proceeding, whether or not allowed or allowable).â€œObligee Guarantorâ€ has the meaning set forth in Section 7.6.â€œOFACâ€ means the United States Treasury Department Office of Foreign Assets Control.â€œOff-Balance Sheet Liabilityâ€ of a Person means (a) any repurchase obligation or liability of such Person with respect to accounts or notes receivable sold by such Person (other than any customary repurchase obligations resulting from a breach of representations and warranties, covenants, servicing obligations and indemnities under a securitization facility), (b) any indebtedness, liability or obligation under any so-called â€œsynthetic leaseâ€ transaction entered into by such Person, or (c) any indebtedness, liability or obligation arising with respect to any other transaction which is the functional equivalent of or takes the place of borrowing but which does not constitute a liability on the balance sheets of such Person (other than operating leases) but does constitute an off-balance sheet liability under GAAP.â€œOther Connection Taxesâ€ means, with respect to any Recipient, Taxes imposed as a result of a present or former connection between such Recipient and the jurisdiction imposing such Taxes (other than connections arising solely from such Recipient having executed, delivered, become a party to, performed its obligations under, received payments under, received or perfected a security interest under, engaged in any other transaction pursuant to or enforced this Agreement or any other Loan Document, or sold or assigned an interest in this Agreement or any other Loan Document).â€œOther Taxesâ€ means any and all present or future stamp, court or documentary, intangible, recording, filing or similar Taxes which arise from any payment made under, from the execution, delivery, performance, enforcement or registration of, from the receipt or perfection of a security interest under, or otherwise with respect to, this Agreement and the other Loan Documents; excluding, however, such Taxes that are Other Connection Taxes imposed with respect to an assignment (other than such Taxes imposed with respect to an assignment that occurs as a result of the Borrowerâ€™s request pursuant to Section 2.18(b)).34â€œParticipantâ€ has the meaning set forth in Section 10.4(c).â€œParticipant Registerâ€ has the meaning assigned to such term in Section 10.4(c)(iii).â€œPayment Recipientâ€ has the meaning assigned to it in Section 9.8(a).â€œPBGCâ€ means the Pension Benefit Guaranty Corporation referred to and defined in ERISA and any successor entity performing similar functions.â€œPension Planâ€ means any â€œemployee pension benefit planâ€ within the meaning of Section 3(2) of ERISA, other than a Multiemployer Plan, that is subject to Title IV of ERISA, Section 412 of the Code or Section 302 of ERISA and is maintained or contributed to (or obligated to be contributed) in whole or in part byÂ the Borrower, any Subsidiary or any ERISA AffiliateÂ or with respect to which anyÂ ofÂ the Borrower, any Subsidiary or any ERISA AffiliateÂ hasÂ actual or contingent liability or had any such liability for the five-year period immediately following the latest date on which the Borrower, a Subsidiary or an ERISA Affiliate maintained, contributed to or had an obligation to contribute to such plan.â€œPeriodic Term SOFR Determination Dayâ€ has the meaning specified in the definition of â€œTerm SOFRâ€.â€œPermitted Call Spread Transactionâ€ means (a) any call or capped call option (or substantively equivalent derivative transaction) relating to the common stock (or other securities or property following a merger event, reclassification or other change of the common stock) purchased by the Borrower in connection with the issuance of any Permitted Convertible Indebtedness and settled in common stock (or such other securities or property following a merger event, reclassification or other change of the common stock), cash or a combination thereof (such amount of cash determined by reference to the price of the common stock or such other securities or property), and cash in lieu of fractional shares of common stock, and (b) any call option, warrant or right to purchase (or substantively equivalent derivative transaction) relating to the common stock (or other securities or property following a merger event, reclassification or other change of the common stock) sold by the Borrower substantially concurrently with any purchase by the Borrower of a Permitted Call Spread Transaction described inÂ clauseÂ (a) and settled in common stock (or such other securities or property following a merger event, reclassification or other change of the common stock), cash or a combination thereof (such amount of cash determined by reference to the price of the common stock or such other securities or property), and cash in lieu of fractional shares of common stock;Â providedÂ that the terms, conditions and covenants of each such transaction described inÂ clause (a) orÂ clause (b) shall be such as are customary for transactions of such type (as determined by the Borrower in good faith); provided, further, that the purchase price for any such Permitted Call Spread Transaction described in clause (a), less the proceeds received by the Borrower from the sale of any related Permitted Call Spread Transaction described in clause (b), shall not exceed the net proceeds received by the Borrower from the sale of

Permitted Convertible Indebtedness issued in connection with such Permitted Call Spread Transaction.35â€œPermitted Convertible Indebtednessâ€ means (a) the 2026 Convertible Notes and (b) other unsecured Indebtedness of the Borrower incurred pursuant to, and in accordance with, Section 6.1(j) and/or 6.1(l) in the form of notes that are convertible into shares of common stock (or other securities or property following a merger event, reclassification or other change of the common stock), cash or a combination thereof (such amount of cash determined by reference to the price of the common stock or such other securities or property), and cash in lieu of fractional shares of common stock.â€œPermitted Encumbrancesâ€ means:(a)Â Â Â Â Liens imposed by law for taxes, assessments or governmental charges or levies that are not yet delinquent or are being contested in compliance with Section 5.4;(b)Â Â Â Â carriersâ€™, warehousemenâ€™s, mechanicsâ€™, materialmenâ€™s, landlordâ€™s, supplierâ€™s, repairmenâ€™s and other like Liens imposed by law, arising in the ordinary course of business and securing obligations that are not overdue by more than 60 days or are being contested in compliance with Section 5.4;(c)Â Â Â Â pledges and deposits made in the ordinary course of business in compliance with workersâ€™ compensation, unemployment insurance and other social security laws or regulations or employment laws or to secure other public, statutory or regulatory obligations; (d)Â Â Â Â pledges and deposits to secure the performance of bids, trade and commercial contracts (other than for the payment of Indebtedness), leases, statutory obligations, surety and appeal bonds, performance bonds and other obligations of a like nature, in each case incurred in the ordinary course of business;(e)Â Â Â Â judgment liens and deposits to secure obligations under appeal bonds or letters of credit in respect of judgments that do not constitute an Event of Default under paragraph (k) of Article VIII;(f)Â Â Â Â Uniform Commercial Code financing statements filed (or similar filings under applicable law) solely as a precautionary measure in connection with operating leases; (g)Â Â Â Â easements, zoning restrictions, rights-of-way, encroachments and similar encumbrances on real property imposed by law or arising in the ordinary course of business that do not secure any monetary obligations and do not materially detract from the value of the affected property or interfere with the ordinary conduct of business of the Borrower or any Subsidiary.â€œPermitted Holdersâ€ means (a) any Person listed on Schedule 1.2 to the Disclosure Letter, (b) any trust or partnership created solely for the benefit of any natural person listed on Schedule 1.2 to the Disclosure Letter and/or members of the family of any natural person listed on Schedule 1.2 to the Disclosure Letter and (c) any Person where the voting of shares of capital stock of the Borrower is Controlled by any of the foregoing.36â€œPersonâ€ means any natural person, corporation, limited liability company, trust, Joint Venture, association, company, partnership, Governmental Authority or other entity.â€œPlanâ€ means any â€œemployee benefit planâ€ as defined in Section 3(3) of ERISA (other than a Multiemployer Plan).â€œPlatformâ€ has the meaning set forth in Section 10.1(c).â€œPledged Collateralâ€ has the meaning set forth in the Security Agreement.â€œPortfolio Interest Certificateâ€ has the meaning set forth in Section 2.16(e)(iii)(C).â€œPrime Rateâ€ means the rate of interest last quoted by The Wall Street Journal as the â€œPrime Rateâ€ in the U.S. or, if The Wall Street Journal ceases to quote such rate, the highest per annum interest rate published by the Federal Reserve Board in Federal Reserve Statistical Release H.15 (519)Â (Selected Interest Rates) as the â€œbank prime loanâ€ rate or, if such rate is no longer quoted therein, any similar rate quoted therein (as determined by the Administrative Agent) or any similar release by the Federal Reserve Board (as determined by the Administrative Agent). Each change in the Prime Rate shall be effective from and including the date such change is publicly announced or quoted as being effective.â€œPro Rata Shareâ€ means, with respect to any Lender, the percentage obtained by dividing (a) the Revolving Exposure of that Lender by (b) the aggregate Revolving Exposure of all Lenders.â€œPTEâ€ means a prohibited transaction class exemption issued by the U.S. Department of Labor, as any such exemption may be amended from time to time.â€œQFCâ€ has the meaning assigned to the term â€œqualified financial contractâ€ in, and shall be interpreted in accordance with, 12 U.S.C. 5390(c)(8)(D).â€œQFC Credit Supportâ€ has the meaning set forth in Section 10.20.â€œQualified ECP Guarantorâ€ means, in respect of any Swap Obligation, each Loan Party that has total assets exceeding $10,000,000 at the time the relevant Guaranty or grant of the relevant security interest becomes effective with respect to such Swap Obligation or such other Loan Party as constitutes an â€œeligible contract participantâ€ under the Commodity Exchange Act or any regulations promulgated thereunder at such time and can cause another Person to qualify as an â€œeligible contract participantâ€ at such time (including as a result of the agreements in Section 7.11(b) or any other Guarantee or other support agreement or any other keepwell agreement under SectionÂ 1a(18)(A)(v)(II) of the Commodity Exchange Act in respect of the obligations of such Guarantor by another Loan Party, in each case that constitutes an â€œeligible contract participantâ€).â€œQualified Equity Interestsâ€ means Equity Interests other than Disqualified Equity Interests.37â€œQualifying Material Acquisitionâ€ means any Acquisition, if the fair market value of such Acquisition exceeds $150,000,000 and the Borrower has designated such Acquisition as a â€œQualifying Material Acquisitionâ€ by written notice to the Administrative Agent. â€œReal Estate Assetâ€ means, at any time of determination, any interest (fee, leasehold or otherwise) then owned by any Loan Party in any real property.â€œRecipientâ€ means the Administrative Agent, any Lender and any Issuing Bank, or any combination thereof (as the context requires).â€œRegisterâ€ has the meaning set forth in Section 10.4(b)(iv).â€œReimbursement Dateâ€ has the meaning set forth in Section 2.4(d).â€œRelated Partiesâ€ means, with respect to any specified Person, such Personâ€™s Affiliates and the respective directors, officers, employees, agents and advisors of such Person and such Personâ€™s Affiliates.â€œRelevant Governmental Bodyâ€ means the Federal Reserve Board or the NYFRB, or a committee officially endorsed or convened by the Federal Reserve Board or the NYFRB, or any successor thereto.â€œRequired Lendersâ€ means, at any time, Lenders having more than 50% of the aggregate Revolving Exposure and unused Commitments at such time. The Revolving Exposure and Commitment of any Defaulting Lender shall be disregarded in determining Required Lenders at any time.â€œResolution Authorityâ€ means an EEA Resolution Authority or, with respect to any UK Financial Institution, a UK Resolution Authority.â€œResponsible Officerâ€ means any of the President and Chief Executive Officer, Senior Vice President and Chief Financial Officer of the applicable Loan Party, or any person designated by any such Loan Party in writing to the Administrative Agent from time to time, acting singly.â€œRestrictedâ€ means, when referring to cash or Cash Equivalents of the Borrower and its Subsidiaries, that such cash or Cash Equivalents (a) appear (or would be required to appear) as â€œrestrictedâ€ on the consolidated balance sheet of the Borrower, or (b) are subject to any Lien in favor of any Person (other than Liens permitted by Section 6.2(k) and Section 6.2(n)) or (c) are not otherwise generally available for use by such Person or any Subsidiary of such Person and if held by a Subsidiary, such Subsidiary is prohibited by applicable law, contractual obligation or otherwise from transferring such cash or Cash Equivalents to the Borrower.â€œRestricted Paymentâ€ means any dividend or other distribution (whether in cash, securities or other property) with respect to any Equity Interests in the Borrower or any Subsidiary, or any payment (whether in cash, securities or other property), including any sinking fund, similar deposit or withholding of shares for tax purposes, on account of the purchase, 38redemption, retirement, acquisition, cancellation or termination of any such Equity Interests in the Borrower or any Subsidiary. For the avoidance of doubt, (i) the conversion of, or payment for (including, without limitation, payments of principal and payments upon redemption or repurchase), or paying any interest with respect to, any debt securities (including Permitted Convertible Indebtedness) that are convertible into or exchangeable for any combination of Equity Interests and/or cash shall not constitute a Restricted Payment and (ii) the settlement or unwinding of any Permitted Call Spread Transaction shall not constitute a Restricted Payment.â€œReutersâ€ means, as applicable, Thomson Reuters Corp., Refinitiv, or any successor thereto.â€œRevolving Exposureâ€ means, with respect to any Lender as of any date of determination, the sum of (a) the aggregate outstanding principal amount of the Revolving Loans of that Lender, (b)Â the Letter of Credit Usage of that Lender and (c) the Swing Line Exposure of that Lender.â€œRevolving Loanâ€ means a Loan made by a Lender to the Borrower pursuant to Section 2.1 and/or Section 2.19.â€œRevolving Loan Noteâ€ means a promissory note in the form of Exhibit D-1, as it may be amended, restated, supplemented or otherwise modified from time to time.â€œS&Pâ€ means S&P Global Ratings, a division of S&P Global Inc., and any successor to its rating agency business.â€œSanctioned Countryâ€ means, at any time, a country, region or territory which is the subject or target of any Sanctions (at the time of this Agreement, Crimea, Cuba, Iran, North Korea, Russia, Syria, the so-called â€œDonetsk Peopleâ€™s Republicâ€ and the so-called â€œLuhansk Peopleâ€™s Republicâ€).â€œSanctioned Personâ€ means, at any time, (a) any Person listed in any Sanctions-related list of designated Persons maintained by OFAC, the U.S. Department of State, the United Nations Security Council, the European Union, any European Union member state, His Majestyâ€™s Treasury of the United Kingdom or other relevant sanctions authority, (b) any Person operating, organized or resident in a Sanctioned Country, (c) any Person owned 50% or more or otherwise controlled by any such Person or Persons described in the foregoing clauses (a) or (b) or (d) any Person otherwise the subject of any Sanctions.â€œSanctionsâ€ means all economic or financial sanctions or trade embargoes imposed, administered or enforced from time to time by (a) the U.S. government, including those administered by OFAC or the U.S. Department of State, or (b) the United Nations Security Council, the European Union, any European Union member state, His Majestyâ€™s Treasury of the United Kingdom or other relevant sanctions authority.â€œSECâ€ means the United States Securities and Exchange Commission.39â€œSecured Cash Management Servicesâ€ means Cash Management Services provided to the Borrower or any of its Subsidiaries by any Lender Counterparty pursuant to a Secured Cash Management Services Agreement; provided, that no Cash Management Services (other than Cash Management Services provided to the Borrower or any of its Subsidiaries by the Administrative Agent or any of its Affiliates) shall constitute â€œSecured Cash Management Servicesâ€ unless the Borrower and the applicable Lender Counterparty shall each have provided written notice to the Administrative Agent (with a copy of such written notice sent by email to secured.designationnotice@citi.com).â€œSecured Cash Management Services Agreementâ€ means any agreement with respect to the provision of Secured Cash Management Services to any Loan Party by any Lender Counterparty.â€œSecured Obligationsâ€ has the meaning set forth in the Security Agreement.â€œSecured Partiesâ€ has the meaning set forth in the Security Agreement.â€œSecured Swap Agreementâ€ means a Swap Agreement (excluding any Permitted Call Spread Transaction) among one or more Loan Parties and a Lender Counterparty.â€œSecurity Agreementâ€ means the Pledge and Security Agreement to be executed by each Loan Party substantially in the form of Exhibit E, as it may be amended, restated, supplemented or otherwise modified from time to time.â€œSOFRâ€ means a rate equal to the secured overnight financing rate as administered by the SOFR Administrator. â€œSOFR Administratorâ€ means the Federal Reserve Bank of New York (or a successor administrator of the secured overnight financing rate).â€œSOFR Borrowingâ€ means, as to any Borrowing, the SOFR Loans comprising such Borrowing.â€œSOFR Loanâ€ means a Loan that bears interest at a rate based on Adjusted Term SOFR, other than pursuant to clause (c) of the definition of â€œABRâ€. â€œSolvency Certificateâ€ means a Solvency Certificate of a Financial Officer of the Borrower substantially in the form of Exhibit I.â€œSolventâ€ means, with respect to the Borrower and its Subsidiaries on a particular date, that on such date (a) the fair value of the present assets of the Borrower and its Subsidiaries, taken as a whole, is greater than the total amount of liabilities, including contingent liabilities, of the Borrower and its Subsidiaries, taken as a whole, (b) the present fair saleable value of the assets of the Borrower and its Subsidiaries, taken as a whole, is not less than the amount that will be required to pay the probable liability of the Borrower and its Subsidiaries, taken as a whole, on their debts as they become absolute and matured, (c) the Borrower and its Subsidiaries, taken as a whole, do not intend to, and do not believe that they will, incur debts or liabilities (including 40current obligations and contingent liabilities) beyond their ability to pay such debts and liabilities as they mature in the ordinary course of business and (d) the Borrower and its Subsidiaries, taken as a whole, are not engaged in business or a transaction, and are not about to engage in business or a transaction, in relation to which their property would constitute an unreasonably small capital. The amount of contingent liabilities at any time shall be computed as the amount that, in the light of all the facts and circumstances existing at such time, represents the amount that can reasonably be expected to become an actual or matured liability (irrespective of whether such contingent liabilities meet the criteria for accrual under Statement of Financial Accounting Standard No. 5).â€œSpecified Transactionâ€ means, with respect to any period, any Acquisition, Investment, Asset Sale, incurrence, assumption or repayment of Indebtedness or Restricted Payment.â€œSterlingâ€ or â€œÂ£â€ means the lawful currency of the United Kingdom.â€œStructured Repurchaseâ€ has the meaning specified in the definition of â€œSwap Agreementâ€.â€œSubordinated Indebtednessâ€ of a Person means any Indebtedness of such Person the payment of which is at all times subordinated to payment of the Obligations on terms reasonably satisfactory to the Administrative Agent. â€œSubsidiaryâ€ means any subsidiary of the Borrower.â€œsubsidiaryâ€ means, with respect to any Person (the â€œparentâ€) at any date, any corporation, limited liability company, partnership, association or other entity the accounts of which would be consolidated with those of the parent in the parentâ€™s consolidated financial statements if such financial statements were prepared in accordance with GAAP as of such date, as well as any other corporation, limited liability company, partnership, association or other entity (a) of which securities or other ownership interests representing more than 50% of the equity or more than 50% of the ordinary voting power or, in the case of a partnership, more than 50% of the general partnership interests are, as of such date, owned, controlled or held, or (b)Â that is, as of such date, otherwise Controlled, by the parent or one or more subsidiaries of the parent or by the parent and one or more subsidiaries of the parent and which is required by GAAP to be consolidated in the consolidated financial statements of the parent.â€œSupported QFCâ€ has the meaning set forth in Section 10.20.â€œSwap Agreementâ€ means any agreement with respect to any swap, forward, future or derivative transaction or option or similar agreement involving, or settled by reference to, one or more rates, currencies, commodities, equity or debt instruments or securities, or economic, financial or pricing indices or measures of economic, financial or pricing risk or value or any similar transaction or any combination of these transactions (including any Permitted Call Spread Transaction); provided that neither (i) any phantom stock or similar plan providing for payments only on account of services provided by current or former directors, officers, 41employees or consultants of the Borrower or the Subsidiaries nor (ii) the purchase of Equity Interests or Indebtedness (including securities convertible into Equity Interests) of Borrower pursuant to delayed delivery contracts, accelerated stock repurchase agreements, prepaid put options, forward contracts or other similar agreements (each such arrangement a â€œStructured Repurchaseâ€) shall be a Swap Agreement.â€œSwap Obligationâ€ means, with respect to any Guarantor, any obligation to pay or perform under any agreement, contract or transaction that constitutes a â€œswapâ€ within the meaning of Section 1a(47) of the Commodity Exchange Act.â€œSwing Line Exposureâ€ means, at any time, the aggregate principal amount of all Swing Line Loans outstanding at such time. The Swing Line Exposure of any Lender at any time shall be the sum of (a) its Applicable Percentage of the total Swing Line Exposure at such time (excluding, in the case of any Lender that is a Swing Line Lender, Swing Line Loans made by it that are outstanding at such time to the extent that the other Lenders shall not have funded their participations in such Swing Line Loans), adjusted to give effect to any reallocation under Section 2.21 of the Swing Line Exposure of Defaulting Lenders and (b) in the case of any Lender that is a Swing Line Lender, the aggregate principal amount of all Swing Line Loans made by such Swing Line Lender outstanding at such time, less the amount of participations funded by the other Lenders in such Swing Line Loans.â€œSwing Line Lenderâ€ means Citi, in its capacity as Swing Line Lender hereunder, together with its permitted successors and assigns in such capacity.â€œSwing Line Loanâ€ means a Loan made by Swing Line Lender to the Borrower pursuant to Section 2.3.â€œSwing Line Noteâ€ means a promissory note in the form of Exhibit D-2, as it may be amended, restated, supplemented or otherwise modified from time to time.â€œSwing Line Sublimitâ€ means the lesser of (i) $30,000,000, and (ii) the aggregate unused amount of Commitments then in effect.â€œTaxesâ€ means any and all present or future taxes, levies, imposts, duties, deductions, withholdings (including backup withholding), assessments, fees or other charges imposed by any Governmental Authority, including any interest, additions to tax or penalties applicable thereto.â€œTerm SOFRâ€ means, (a)Â Â Â Â for any calculation with respect to a SOFR Loan, the Term SOFR Reference Rate for a tenor comparable to the applicable Interest Period on the day (such day, the â€œPeriodic Term SOFR Determination Dayâ€) that is two (2) U.S. Government Securities Business Days prior to the first day of such Interest Period, as such rate is published by the Term SOFR Administrator; provided, however, that if as of 5:00 p.m. (New York City time) on any Periodic Term SOFR Determination Day the Term SOFR Reference Rate for the applicable tenor has not 42been published by the Term SOFR Administrator and a Benchmark Replacement Date with respect to the Term SOFR Reference Rate has not occurred, then Term SOFR will be the Term SOFR Reference Rate for such tenor as published by the Term SOFR Administrator on the first preceding U.S. Government Securities Business Day for which such Term SOFR Reference Rate for such tenor was published by the Term SOFR Administrator so long as such first preceding U.S. Government Securities Business Day is not more than three (3) U.S. Government Securities Business Days prior to such Periodic Term SOFR Determination Day, and(b)Â Â Â Â for any calculation with respect to an ABR Loan on any day, the Term SOFR Reference Rate for a tenor of one month on the day (such day, the â€œABR Term SOFR Determination Dayâ€) that is two (2) U.S. Government Securities Business Days prior to such day, as such rate is published by the Term SOFR Administrator; provided, however, that if as of 5:00 p.m. (New York City time) on any ABR Term SOFR Determination Day the Term SOFR Reference Rate for the applicable tenor has not been published by the Term SOFR Administrator and a Benchmark Replacement Date with respect to the Term SOFR Reference Rate has not occurred, then Term SOFR will be the Term SOFR Reference Rate for such tenor as published by the Term SOFR Administrator on the first preceding U.S. Government Securities Business Day for which such Term SOFR Reference Rate for such tenor was published by the Term SOFR Administrator so long as such first preceding U.S. Government Securities Business Day is not more than three (3) U.S. Government Securities Business Days prior to such ABR SOFR Determination Day.â€œTerm SOFR Adjustmentâ€ means a percentage equal to 0.10% per annum.â€œTerm SOFR Administratorâ€ means CME Group Benchmark Administration Limited (CBA) (or a successor administrator of the Term SOFR Reference Rate selected by the Administrative Agent in its reasonable discretion).â€œTerm SOFR Reference Rateâ€ means the forward-looking term rate based on SOFR.â€œTotal Net Leverage Ratioâ€ means, as of any date, the ratio of (a)Â the sum of

(i) Consolidated Funded Indebtedness on such date minus (ii) the lesser of (x) $1,000,000,000 and (y) the aggregate amount of Unrestricted Cash to (b) Consolidated AdjustedÂ EBITDA for the period of four consecutive fiscal quarters ended on such date (or, if such date is not the last day of a fiscal quarter, ended on the last day of the fiscal quarter most recently ended prior to such date).â€œTotal Utilization of Commitmentsâ€ means, as at any date of determination, the sum of (a) the aggregate principal amount of all outstanding Revolving Loans, (b) the aggregate principal amount of all outstanding Swing Line Loans, and (c) the aggregate Letter of Credit Usage.â€œTransactionsâ€ means the execution, delivery and performance by the Loan Parties of each Loan Document (including the Credit Agreement on the Closing Date) to which it is a party, the borrowing of Loans and the use of the proceeds thereof, the issuance of Letters of 43Credit and the use thereof, and the granting of Liens in the Collateral under the Collateral Documents.â€œTypeâ€, when used in reference to any Loan or Borrowing, refers to whether the rate of interest on such Loan, or on the Loans comprising such Borrowing, is determined by reference to Adjusted Term SOFR or the Alternate Base Rate; provided that with respect to Swing Line Loans, such rate shall be determined by reference to the Alternate Base Rate only.â€œU.S. Government Obligationsâ€ means obligations issued or directly and fully guaranteed or insured by the United States of America or by any agent or instrumentality thereof, provided that the full faith and credit of the United States of America is pledged in support thereof.â€œU.S. Government Securities Business Dayâ€ means any day except for (i) a Saturday, (ii) a Sunday or (iii) a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in United States government securities.â€œU.S. Personâ€ means any Person that is a â€œUnited States Personâ€ as defined in Section 7701(a)(30) of the Code.â€œU.S. Special Resolution Regimeâ€ has the meaning set forth in Section 10.20.â€œU.S. Subsidiaryâ€ means any Subsidiary incorporated or organized under the laws of the United States of America, any State thereof or the District of Columbia.â€œUK Financial Institutionsâ€ means any BRRD Undertaking (as such term is defined under the PRA Rulebook (as amended from time to time) promulgated by the United Kingdom Prudential Regulation Authority) or any Person falling within IFPRU 11.6 of the FCA Handbook (as amended from time to time) promulgated by the United Kingdom Financial Conduct Authority, which includes certain credit institutions and investment firms, and certain affiliates of such credit institutions or investment firms. â€œUK Resolution Authorityâ€ means the Bank of England or any other public administrative authority having responsibility for the resolution of any UK Financial Institution. â€œUnadjusted Benchmark Replacementâ€ means the applicable Benchmark Replacement excluding the applicable Benchmark Replacement Adjustment. â€œUnfunded Pension Liabilityâ€ means the excess of a Pension Planâ€™s benefit liabilities under Section 4001(a)(16) of ERISA, over the current value of that Pension Planâ€™s assets, determined in accordance with the assumptions used for funding the Pension Plan pursuant to Section 412 of the Code for the applicable plan year.â€œUnrestrictedâ€ means, when referring to cash or Cash Equivalents, that such cash or Cash Equivalents are not Restricted.44â€œUnrestricted Cashâ€ means the Unrestricted cash and Cash Equivalents held by the Borrower and the Guarantors on deposit in accounts in the United States.â€œUSA Patriot Actâ€ means the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (Title III of Pub. L. No. 107-56 (signed into law October 26, 2001)), as amended from time to time.â€œwholly ownedâ€, when used in reference to a subsidiary of any Person, means that all the Equity Interests in such subsidiary (other than directorsâ€™ qualifying shares and other nominal amounts of Equity Interests that are required to be held by other Persons under applicable law) are owned, beneficially and of record, by such Person, another wholly owned subsidiary of such Person or any combination thereof.â€œWithholding Agentâ€ means the Borrower and the Administrative Agent.â€œWrite-Down and Conversion Powersâ€ means, (a) with respect to any EEA Resolution Authority, the write-down and conversion powers of such EEA Resolution Authority from time to time under the Bail-In Legislation for the applicable EEA Member Country, which write-down and conversion powers are described in the EU Bail-In Legislation Schedule and (b) with respect to the United Kingdom, any powers of the applicable Resolution Authority under the Bail-In Legislation to cancel, reduce, modify or change the form of a liability of any UK Financial Institution or any contract or instrument under which that liability arises, to convert all or part of that liability into shares, securities or obligations of that Person or any other Person, to provide that any such contract or instrument is to have effect as if a right had been exercised under it or to suspend any obligation in respect of that liability or any of the powers under that Bail-In Legislation that are related to or ancillary to any of those powers.Section 1.2 Classification of Loans and Borrowings. For purposes of this Agreement, Loans may be classified and referred to by Type (e.g., a â€œSOFR Loanâ€ or an â€œABR Loanâ€). Borrowings also may be classified and referred to by Type (e.g., a â€œSOFR Borrowingâ€ or an â€œABR Borrowingâ€).Section 1.3 Terms Generally. The definitions of terms herein shall apply equally to the singular and plural forms of the terms defined. Whenever the context may require, any pronoun shall include the corresponding masculine, feminine and neuter forms. The words â€œincludeâ€, â€œincludesâ€ and â€œincludingâ€ shall be deemed to be followed by the phrase â€œwithout limitationâ€. The word â€œwillâ€ shall be construed to have the same meaning and effect as the word â€œshallâ€. Unless the context requires otherwise, (a) any definition of or reference to any agreement, instrument or other document herein shall be construed as referring to such agreement, instrument or other document as from time to time amended, restated, amended and restated, supplemented or otherwise modified (subject to any restrictions on such amendments, restatements, amendments and restatements, supplements or modifications set forth herein), (b) any reference herein to any Person shall be construed to include such Personâ€™s successors and assigns, (c) the words 45â€œhereinâ€, â€œhereofâ€ and â€œhereunderâ€, and words of similar import, shall be construed to refer to this Agreement in its entirety and not to any particular provision hereof, (d) all references herein to Articles, Sections, Exhibits and Schedules shall be construed to refer to Articles and Sections of, and Exhibits and Schedules to, this Agreement, (e) the words â€œassetâ€ and â€œpropertyâ€ shall be construed to have the same meaning and effect and to refer to any and all tangible and intangible assets and properties, including cash, securities, accounts and contract rights and (f) any reference to any law shall include all statutory and regulatory provisions consolidating, amending, replacing or interpreting such law and any reference to any law or regulation shall, unless otherwise specified, refer to such law or regulation as amended, modified or supplemented from time to time. Section 1.4 Accounting Terms; GAAP. Except as otherwise expressly provided herein, all terms of an accounting or financial nature shall be construed in accordance with GAAP, as in effect from time to time; provided that, if the Borrower notifies the Administrative Agent that the Borrower requests an amendment to any provision hereof to eliminate the effect of any change occurring after the Closing Date in GAAP or in the application thereof on the operation of such provision (or if the Administrative Agent notifies the Borrower that the Required Lenders request an amendment to any provision hereof for such purpose), regardless of whether any such notice is given before or after such change in GAAP or in the application thereof, then such provision shall be interpreted on the basis of GAAP as in effect and applied immediately before such change shall have become effective until such notice shall have been withdrawn or such provision has been amended in accordance herewith. Notwithstanding the foregoing, the financial covenants set forth in Section 6.10 shall be calculated without giving effect to any election under the Statement of Financial Accounting Standards No.Â 159 (ASC 825) (or any similar accounting principle) permitting or requiring a Person to value its financial liabilities or Indebtedness at the fair value thereof.Section 1.5 Letter of Credit Amounts. (a) Unless otherwise specified herein, the amount of any Letter of Credit at any time shall be deemed to be the stated amount of such Letter of Credit in effect at such time; provided, however, that with respect to any Letter of Credit that by its terms provides for one or more automatic increases in the stated amount thereof, the amount of such Letter of Credit shall be deemed to be the maximum stated amount of such Letter of Credit after giving effect to all such increases, whether or not such maximum stated amount is in effect at such time.(b) The Administrative Agent shall determine the Dollar Equivalent of any Letter of Credit denominated in an Alternative Currency as of the date such Letter of Credit is issued, amended to increase its face amount or extended, on the first Business Day of each calendar month on which such Letter of Credit is outstanding and as of such other dates as the Administrative Agent shall in its discretion determine, in each case using the Exchange Rate in effect on the date of determination, and each such amount shall be the Dollar Equivalent of such Letter of Credit until the next calculation thereof pursuant to this Section. The Administrative Agent shall determine the Dollar Equivalent of any drawing honored under a Letter of Credit 46denominated in an Alternative Currency as of the Disbursement Date applicable thereto. The Administrative Agent shall notify the Borrower, the Lenders and the applicable Issuing Bank of each determination of the Dollar Equivalent of each Letter of Credit and Letter of Credit disbursement.Section 1.6 Electronic Execution of Documents. The words â€œexecution,â€ â€œsigned,â€ â€œsignature,â€ and words of like import in any Loan Document or any agreement entered into in connection therewith, including any Assignment and Assumption, or any notice, certificate or other instrument delivered in connection therewith shall be deemed to include electronic signatures or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature or the use of a paper-based recordkeeping system, as the case may be, to the extent and as provided for in any applicable law, including the Federal Electronic Signatures in Global and National Commerce Act, the New York State Electronic Signatures and Records Act, or any other similar state laws based on the Uniform Electronic Transactions Act.Section 1.7 Divisions. For all purposes under the Loan Documents, in connection with any division or plan of division under Delaware law (or any comparable event under a different jurisdictionâ€™s laws): (a)Â if any asset, right, obligation or liability of any Person becomes the asset, right, obligation or liability of a different Person, then it shall be deemed to have been transferred from the original Person to the subsequent Person, and (b)Â if any new Person comes into existence, such new Person shall be deemed to have been organized and acquired on the first date of its existence by the holders of its Equity Interests at such time.Section 1.8 Limited Condition Transactions. Notwithstanding anything in this Agreement or any Loan Document to the contrary, when calculating any applicable ratio in connection with a Limited Condition Transaction (other than actual compliance with the financial covenants set forth in Section 6.10), the amount or availability of any basket, or determining other compliance with this Agreement (including the determination of compliance with representations, warranties or any provision of this Agreement which requires that no Default or Event of Default (other than with respect to an Event of Default under paragraphs (a), (b), (d) (with respect to covenants contained in Section 6.10), (h), (i) and (j) of Article VIII) has occurred, is continuing or would immediately result therefrom) in connection with a Limited Condition Transaction or other transaction undertaken in connection with the consummation of a Limited Condition Transaction, the date of determination of such ratio, the amount or availability of any basket and determination of the accuracy of any representation or warranty or whether a Default or Event of Default has occurred, is continuing or would immediately result therefrom or other applicable covenant shall, at the option of the Borrower (the Borrowerâ€™s election to exercise such option in connection with any Limited Condition Transaction, an â€œLCT Electionâ€), be deemed to be the date the definitive agreements for such Limited Condition Transaction are entered into (the â€œLCT Test Dateâ€) so long as such Limited Condition Transaction is consummated no later than one hundred and twenty (120) consecutive days after the LCT Test Date and if, after such ratios and other provisions are measured on a pro forma basis after giving effect to such Limited Condition Transaction and the other transactions to be entered into in connection therewith (including any incurrence of Indebtedness and the use of proceeds thereof) 47as if they occurred at the beginning of the applicable fiscal quarter ending prior to the LCT Test Date, the Borrower could have taken such action on the relevant LCT Test Date in compliance with such ratios and provisions, such provisions shall be deemed to have been complied with, other than customary specified representations and specified acquisition agreement representations, which shall be tested at the time of consummation of any Limited Condition Transaction in connection with any incurrence of Indebtedness hereunder in connection therewith. For the avoidance of doubt, (x) if any of such ratios are exceeded as a result of fluctuations in such ratio (including due to fluctuations in Consolidated Adjusted EBITDA of the Borrower and its Subsidiaries) at or prior to the consummation of the relevant Limited Condition Transaction, such ratios and other provisions will not be deemed to have been exceeded as a result of such fluctuations solely for purposes of determining whether the Limited Condition Transaction is permitted hereunder and (y) such ratios and other provisions shall not be tested at the time of consummation of such Limited Condition Transaction or other related transactions, other than (i) representations and warranties under the relevant definitive agreement governing such Limited Condition Transaction as are material to the Lenders providing any Indebtedness used to finance such Limited Condition Transaction shall be true and correct, but only to the extent that the Borrower or its applicable Subsidiary has the right to terminate its obligations under such agreement or otherwise decline to close such Limited Condition Transaction as a result of a breach of such representations and warranties or the failure of those representations and warranties to be true and correct, and (ii) certain of the representations and warranties in this Agreement and the other Loan Documents which are customary for similar â€œfunds certainâ€ financings and required by the Lenders providing such Indebtedness (which shall be true and correct in all material respects (except for any representation and warranty that is qualified by materiality or reference to Material Adverse Effect, which such representation and warranty shall be true and correct in all respects)), in each case which shall be tested at the time of consummation of any Limited Condition Transaction in connection with any incurrence of Indebtedness hereunder in connection therewith. If the Borrower has made an LCT Election for any Limited Condition Transaction, then in connection with any subsequent calculation of any ratio or basket availability with respect to any other transaction on or following the relevant LCT Test Date and prior to the earlier of the date on which such Limited Condition Transaction is consummated or the date that the definitive agreement for such Limited Condition Transaction is terminated or expires without consummation of such Limited Condition Transaction, any such ratio or basket shall be calculated (and tested) on a pro forma basis assuming such Limited Condition Transaction and other transactions in connection therewith (including any incurrence of Indebtedness and the use of proceeds thereof) have been consummated; provided that with respect to Restricted Payments, any such ratio or basket shall be tested on the date of payment thereof both with and without giving effect to such Limited Condition Transaction on a pro forma basis.Section 1.9 Rates. The Administrative Agent does not warrant or accept responsibility for, and shall not have any liability with respect to (a) the continuation of, administration of, submission of, calculation of or any other matter related to ABR, the Term SOFR Reference Rate, Adjusted Term SOFR, Term SOFR or SOFR, or any component definition thereof or rates referred to in the definition thereof, or any alternative, successor or replacement rate thereto (including any Benchmark Replacement), including whether the 48composition or characteristics of any such alternative, successor or replacement rate (including any Benchmark Replacement) will be similar to, or produce the same value or economic equivalence of, or have the same volume or liquidity as, ABR, the Term SOFR Reference Rate, Adjusted Term SOFR, Term SOFR, SOFR or any other Benchmark prior to its discontinuance or unavailability, or (b) the effect, implementation or composition of any Conforming Changes. The Administrative Agent and its affiliates or other related entities may engage in transactions that affect the calculation of ABR, the Term SOFR Reference Rate, Term SOFR, Adjusted Term SOFR, SOFR, any alternative, successor or replacement rate (including any Benchmark Replacement) or any relevant adjustments thereto, in each case, in a manner adverse to the Borrower. The Administrative Agent may select information sources or services in its reasonable discretion to ascertain ABR, the Term SOFR Reference Rate, Term SOFR, Adjusted Term SOFR, SOFR or any other Benchmark, in each case pursuant to the terms of this Agreement, and shall have no liability to the Borrower, any Lender or any other person or entity for damages of any kind, including direct or indirect, special, punitive, incidental or consequential damages, costs, losses or expenses (whether in tort, contract or otherwise and whether at law or in equity), for any error or calculation of any such rate (or component thereof) provided by any such information source or service.ARTICLE IITHE CREDITSSection 2.1 Commitments. Subject to the terms and conditions set forth herein, each Lender severally agrees to make Revolving Loans in Dollars to the Borrower from time to time during the Availability Period in an aggregate principal amount that will not result in (a) the aggregate outstanding principal amount of such Lenderâ€™s Revolving Exposure exceeding such Lenderâ€™s Commitment or (b) the Total Utilization of Commitments exceeding the total Commitments. Within the foregoing limits and subject to the terms and conditions set forth herein, the Borrower may borrow, prepay and reborrow Revolving Loans. Each Lenderâ€™s Commitment shall expire on the Commitment Termination Date and all Revolving Loans and all other amounts owed hereunder with respect to the Revolving Exposure shall be paid in full no later than such date.Section 2.2 Revolving Loans and Borrowings. (a) Each Revolving Loan shall be made as part of a Borrowing consisting of Revolving Loans made by the Lenders in accordance with their respective Applicable Percentages. The failure of any Lender to make any Revolving Loan required to be made by it shall not relieve any other Lender of its obligations hereunder; provided that the Commitments of the Lenders are several and no Lender shall be responsible for any other Lenderâ€™s failure to make Revolving Loans as required.(b)Â Â Â Â Subject to Section 2.13, each Borrowing of Revolving Loans shall be comprised entirely of ABR Loans or SOFR Loans as the Borrower may request in accordance herewith.(c)Â Â Â Â At the commencement of each Interest Period for any SOFR Borrowing, such Borrowing shall be in an aggregate amount that is an integral multiple of $1,000,000 and 49not less than $5,000,000. At the time that each ABR Borrowing is made, such Borrowing shall be in an aggregate amount that is an integral multiple of $1,000,000 and not less than $5,000,000; provided that an ABR Borrowing may be in an aggregate amount that is equal to the entire unused balance of the total Commitments; provided, further, that an ABR Borrowing may be in an aggregate amount that is required to finance the reimbursement of a Letter of Credit drawing as contemplated by Section 2.4(d). Borrowings of more than one Type may be outstanding at the same time; provided that there shall not at any time be more than a total of ten SOFR Borrowings outstanding.(d)Â Â Â Â Notwithstanding any other provision of this Agreement, the Borrower shall not be entitled to request, or to elect to convert or continue, any Borrowing if the Interest Period requested with respect thereto would end after the Maturity Date.Section 2.3 Swing Line Loans. (a) During the Availability Period, subject to the terms and conditions hereof, Swing Line Lender agrees to make Swing Line Loans to the Borrower in the

aggregate amount up to but not exceeding the Swing Line Sublimit; provided that after giving effect to the making of any Swing Line Loan, in no event shall (i) the Total Utilization of Commitments exceed the Commitments then in effect or (ii) unless otherwise agreed to in writing by the Swing Line Lender, the aggregate amount of Swing Line Loans, Revolving Loans and Letters of Credit issued by the Swing Line Lender exceed the Swing Line Lenderâ€™s Commitments hereunder. Amounts borrowed pursuant to this Section 2.3 may be repaid and reborrowed during the Availability Period. The Swing Line Lenderâ€™s Commitment shall expire on the Commitment Termination Date and all Swing Line Loans and all other amounts owed hereunder with respect to the Swing Line Loans and the Commitments shall be paid in full no later than such date.(b)Â Â Â Â Swing Line Loans shall be made in an aggregate minimum amount of $500,000 and integral multiples of $100,000 in excess of that amount; provided that a Swing Line Loan may be in an aggregate amount that is required to finance the reimbursement of a Letter of Credit drawing as contemplated by Section 2.4(d).(c)Â Â Â Â The Swing Line Lender may by written notice given to the Administrative Agent not later than 10:00Â a.m., New York City time, on any Business Day require the Lenders to acquire participations on such Business Day in all or a portion of the Swing Line Loans outstanding. Such notice shall specify the aggregate amount of the Swing Line Loans in which the Lenders will be required to participate. Promptly upon receipt of such notice, the Administrative Agent will give notice thereof to each Lender, specifying in such notice such Lenderâ€™s Applicable Percentage of such Swing Line Loan or Loans. Each Lender hereby absolutely and unconditionally agrees to pay, upon receipt of notice as provided above, to the Administrative Agent, for the account of the Swing Line Lender, such Lenderâ€™s Applicable Percentage of such Swing Line Loan or Loans. Each Lender acknowledges and agrees that, in making any Swing Line Loan, the Swing Line Lender shall be entitled to rely, and shall not incur any liability for relying, upon the representation and warranty of the Borrower deemed made pursuant to SectionÂ 4.2, unless, at least one Business Day prior to the time such Swing Line Loan was made, the Required Lenders or the Borrower shall have 50notified the Swing Line Lender (with a copy to the Administrative Agent) in writing that, as a result of one or more events or circumstances described in such notice, one or more of the conditions precedent set forth in SectionÂ 4.2(b) or (c) would not be satisfied if such Swing Line Loan were then made (it being understood and agreed that, in the event the Swing Line Lender shall have received any such notice, it shall have no obligation to make any Swing Line Loan until and unless it shall be satisfied that the events and circumstances described in such notice shall have been cured or otherwise shall have ceased to exist). Each Lender further acknowledges and agrees that its obligation to acquire participations in Swing Line Loans pursuant to this paragraph is absolute and unconditional and shall not be affected by any circumstance whatsoever, including the occurrence and continuance of a Default or any reduction or termination of the Commitments, and that each such payment shall be made without any offset, abatement, withholding or reduction whatsoever. Each Lender shall comply with its obligation under this paragraph by wire transfer of immediately available funds, in the same manner as provided in SectionÂ 2.6 with respect to Loans made by such Lender (and SectionÂ 2.6 shall apply, mutatis mutandis, to the payment obligations of the Lenders pursuant to this paragraph), and the Administrative Agent shall promptly remit to the Swing Line Lender the amounts so received by it from the Lenders. The Administrative Agent shall notify the Borrower of any participations in any Swing Line Loan acquired pursuant to this paragraph, and thereafter payments in respect of such Swing Line Loan shall be made to the Administrative Agent and not to the Swing Line Lender. Any amounts received by the Swing Line Lender from the Borrower (or other Person on behalf of the Borrower) in respect of a Swing Line Loan after receipt by the Swing Line Lender of the proceeds of a sale of participations therein shall be promptly remitted to the Administrative Agent; any such amounts received by the Administrative Agent shall be promptly remitted by the Administrative Agent to the Lenders that shall have made their payments pursuant to this paragraph and to the Swing Line Lender, as their interests may appear; provided that any such payment so remitted shall be repaid to the Swing Line Lender or to the Administrative Agent, as applicable, if and to the extent such payment is required to be refunded to the Borrower for any reason. The purchase of participations in a Swing Line Loan pursuant to this paragraph shall not constitute a Loan and shall not relieve the Borrower of its obligation to repay such Swing Line Loan.(d)Â Â Â Â The Swing Line Lender may resign as Swing Line Lender upon 30 days prior written notice to the Administrative Agent, the Lenders and the Borrower. The Swing Line Lender may be replaced at any time by written agreement among the Borrower, the Administrative Agent and the successor Swing Line Lender. The Administrative Agent shall notify the Lenders of any such replacement of the Swing Line Lender. At the time any such replacement or resignation shall become effective, (i) the Borrower shall prepay any outstanding Swing Line Loans made by the resigning or removed Swing Line Lender, (ii) upon such prepayment, the resigning or removed Swing Line Lender shall surrender any Swing Line Note held by it to the Borrower for cancellation, and (iii) the Borrower shall issue, if so requested by the successor Swing Line Loan Lender, a new Swing Line Note to the successor Swing Line Lender, in the principal amount of the Swing Line Sublimit then in effect and with other appropriate insertions. From and after the effective date of any such replacement or resignation, (x) any successor Swing Line Lender shall have all the rights and obligations of a Swing Line Lender under this Agreement with respect to Swing Line Loans made thereafter and (y) 51references herein to the term â€œSwing Line Lenderâ€ shall be deemed to refer to such successor or to any previous Swing Line Lender, or to such successor and all previous Swing Line Lenders, as the context shall require.Section 2.4 Issuance of Letters of Credit and Purchase of Participations Therein. (a) During the Availability Period, subject to the terms and conditions hereof, each Issuing Bank agrees to issue Letters of Credit (or amend, extend or increase any outstanding Letter of Credit) at the request and for the account of the Borrower (including for the purpose of supporting obligations of its Subsidiaries); provided that (i) each Letter of Credit shall be denominated in Dollars or any Alternative Currency; (ii) the stated amount of each Letter of Credit shall not be less than the Dollar Equivalent of $250,000 or such lesser amount as is acceptable to the applicable Issuing Bank; (iii) after giving effect to such issuance, amendment, extension or increase, in no event shall the Total Utilization of Commitments exceed the Commitments then in effect; (iv) after giving effect to such issuance, amendment, extension or increase, in no event shall the aggregate Letter of Credit Usage exceed the Letter of Credit Sublimit then in effect, (v) after giving effect to such issuance, amendment, extension or increase, in no event shall the Letter of Credit Usage attributable to Letters of Credit issued by any Issuing Bank exceed the Issuing Bank Sublimit of such Issuing Bank, unless otherwise agreed to in writing by such Issuing Bank, (vi) after giving effect to such issuance, amendment, extension or increase, in no event shall the aggregate amount of Revolving Loans (and Swing Line Loans, in the case of the Swing Line Lender) and Letters of Credit issued by such Issuing Bank exceed such Issuing Bankâ€™s Commitments hereunder, unless otherwise agreed to in writing by such Issuing Bank, and (vii) in no event shall any Letter of Credit have an expiration date later than the earlier of (1) five days prior to the Maturity Date and (2) the date which is one year from the date of issuance of such Letter of Credit, in each case unless otherwise agreed to in writing by the applicable Issuing Bank in its sole discretion (and, in the sole discretion of the applicable Issuing Bank, subject to cash collateralization, backstop or other arrangements acceptable to the applicable Issuing Bank). If the Borrower so requests in the Application for any Letter of Credit, the applicable Issuing Bank may, in its sole discretion, agree to issue a Letter of Credit that has automatic extension provisions (each such Letter of Credit, an â€œAuto-Extension Letter of Creditâ€); provided that any such Auto-Extension Letter of Credit must permit such Issuing Bank to prevent any such extension at least once in each twelve-month period (commencing with the date of issuance of such Letter of Credit) by giving prior notice to the beneficiary thereof not later than a day in each such twelve-month period to be agreed upon at the time such Letter of Credit is issued. Unless otherwise directed by the applicable Issuing Bank, the Borrower shall not be required to make a specific request to such Issuing Bank for any such extension. Once an Auto-Extension Letter of Credit has been issued, the Lenders shall be deemed to have authorized (but may not require) the Issuing Bank to permit the extension of such Letter of Credit at any time to an expiration date not later than the date five days prior to the Maturity Date; provided, however, that the applicable Issuing Bank shall not permit any such extension if (A) such Issuing Bank has determined that it would not be permitted, or would have no obligation, at such time to issue such Letter of Credit in its revised form (as extended) under the terms hereof, or (B) it has received notice from the Required Lenders or the Borrower in accordance with Section 2.4(e) that one or more of the conditions in Section 4.2(b) or (c) would not be satisfied if such Letter of Credit were so extended. If any Lender is a Defaulting Lender, an Issuing Bank shall not be required to issue, 52amend, extend or increase any Letter of Credit unless such Issuing Bank has entered into arrangements satisfactory to it and the Borrower to eliminate such Issuing Bankâ€™s risk with respect to the participation in Letters of Credit of such Defaulting Lender, including by cash collateralizing such Defaulting Lenderâ€™s Pro Rata Share of the Letter of Credit Usage at such time on terms satisfactory to such Issuing Bank. Each request by the Borrower for the issuance, amendment, extension or increase of any Letter of Credit shall be deemed to be a representation and warranty that the conditions set forth in clauses (iii), (iv) and (v) above have been met. (b)Â Â Â Â Whenever the Borrower desires the issuance, amendment, extension or increase of a Letter of Credit, it shall deliver to the Administrative Agent and the applicable Issuing Bank (i) in the case of a request for the issuance of a Letter of Credit, an Issuance Notice and Application no later than 1:00 p.m. (New York City time) at least five Business Days in advance of the proposed date of issuance and (ii) in the case of a request for the amendment, extension or increase of a Letter of Credit, a notice and/or letter of credit application, in such form as specified by the applicable Issuing Bank, identifying the Letter of Credit to be amended, extended or increased and specifying the requested date of amendment, extension or increase (which shall be a Business Day), the date on which such Letter of Credit is to expire (which shall comply with paragraphÂ (a)Â of this Section), the amount and currency (which shall be Dollars or an Alternative Currency) of such Letter of Credit and such other information as shall be necessary to enable the applicable Issuing Bank to amend, extend or increase such Letter of Credit, no later than 1:00 p.m. (New York City time) at least five Business Days in advance of the proposed date of such amendment, extension or increase (or such shorter period as the applicable Issuing Bank may agree to in its sole discretion). Each notice or letter of credit application delivered pursuant to this Section 2.4(b) shall be accompanied by documentary and other evidence of the proposed beneficiaryâ€™s identity as may reasonably be requested by the applicable Issuing Bank to enable such Issuing Bank to verify the beneficiaryâ€™s identity or to comply with any applicable laws or regulations, including the USA Patriot Act. Upon satisfaction or waiver of the conditions set forth in Section 4.2, the applicable Issuing Bank shall issue or amend, extend or increase the requested Letter of Credit only in accordance with such Issuing Bankâ€™s standard operating procedures as in effect from time to time. Notwithstanding any other provision of this Agreement or any other Loan Document to the contrary, no Issuing Bank shall be required to issue, amend, extend or increase any Letter of Credit if such Letter of Credit would violate one or more provisions of any applicable law, rule or regulation or such Issuing Bankâ€™s standard policies and procedures regarding the issuance of letters of credit as in effect from time to time. Notwithstanding anything contained in any Application furnished to any Issuing Bank in connection with the issuance of any Letter of Credit or any notice or letter of credit application furnished to any Issuing Bank in connection with the amendment, extension or increase of any Letter of Credit, (i) all provisions of any such Application or notice or letter of credit application purporting to grant Liens in favor of such Issuing Bank to secure obligations in respect of such Letter of Credit shall be disregarded, it being agreed that such obligations shall be secured solely to the extent provided in this Agreement and in the Collateral Documents, and (ii) in the event of any conflict between the terms and conditions of such Application or notice or letter of credit application, on the one hand, and the terms and conditions of this Agreement, on the other hand, the terms and conditions of this Agreement shall control. Upon the issuance of any Letter of Credit or amendment, extension or increase 53thereof, the applicable Issuing Bank shall promptly notify the Administrative Agent, and the Administrative Agent shall promptly notify each Lender of the Dollar Equivalent thereof and the currency in which such Letter of Credit is denominated, which notice from the Administrative Agent shall be accompanied by a copy of such Letter of Credit or amendment, extension or increase thereof and the Dollar Equivalent of such Lenderâ€™s respective participation in such Letter of Credit pursuant to Section 2.4(e). (c)Â Â Â Â In determining whether to honor any drawing under any Letter of Credit by the beneficiary(ies) thereof, the parties agree that, with respect to documents presented which appear on their face to be in substantial compliance with the terms of a Letter of Credit, the applicable Issuing Bank may, in its sole discretion, either accept and make payment upon such documents without responsibility for further investigation, regardless of any notice or information to the contrary, or refuse to accept and make payment upon such documents, if such documents are not in strict compliance with the terms of such Letter of Credit. As between the Borrower and an Issuing Bank, the Borrower assumes all risks of the acts and omissions of, or misuse of the Letters of Credit issued by such Issuing Bank, by the respective beneficiaries of such Letters of Credit; provided that such assumption of risk by the Borrower shall not affect any rights that the Borrower may have against any such beneficiary. In furtherance and not in limitation of the foregoing, an Issuing Bank shall not be responsible or have any liability for: (i) the form, validity, sufficiency, accuracy, genuineness or legal effect of any document submitted by any party in connection with the application for and issuance of any such Letter of Credit, even if it should in fact prove to be in any or all respects invalid, insufficient, inaccurate, fraudulent or forged; (ii) the validity or sufficiency of any instrument transferring or assigning or purporting to transfer or assign any such Letter of Credit or the rights or benefits thereunder or proceeds thereof, in whole or in part, which may prove to be invalid or ineffective for any reason; (iii) failure of the beneficiary of any such Letter of Credit to comply fully with any conditions required in order to draw upon such Letter of Credit; (iv) errors, omissions, interruptions or delays in transmission or delivery of any messages, by mail, cable, telegraph, telex or otherwise, whether or not they be in cipher; (v) errors in interpretation of technical terms; (vi) any loss or delay in the transmission or otherwise of any document required in order to make a drawing under any such Letter of Credit or of the proceeds thereof; (vii) the misapplication by any beneficiary of any such Letter of Credit of the proceeds of any drawing under such Letter of Credit; (viii) any other action or inaction taken or suffered by such Issuing Bank under or in connection with any such Letter of Credit, if required under, or expressly authorized under the circumstances by, any applicable domestic or foreign law or letter of credit practice or (ix) any consequences arising from causes beyond the control of such Issuing Bank, including any Governmental Acts; none of the above shall affect or impair, or prevent the vesting of, any of such Issuing Bankâ€™s rights or powers hereunder or place such Issuing Bank under any liability to the Borrower. Without limiting the foregoing and in furtherance thereof, any action taken or omitted by any Issuing Bank under or in connection with any Letter of Credit issued by it or any documents and certificates delivered thereunder, if taken or omitted in â€œgood faithâ€ (as such term is defined in Article 5 of the New York Uniform Commercial Code), shall not give rise to any liability on the part of such Issuing Bank to the Borrower. Notwithstanding anything to the contrary contained in this Section 2.4(c), the applicable Issuing Bank shall not be excused from liability to the Borrower to the extent of any direct damages (as 54opposed to special, indirect, consequential or punitive damages, claims in respect of which are hereby waived by the Borrower to the extent permitted by applicable law) suffered by the Borrower that are caused by such Issuing Bank's failure to exercise care when determining whether drafts and other documents presented under a Letter of Credit comply with the terms thereof. The parties hereto expressly agree that, in the absence of gross negligence or willful misconduct on the part of any Issuing Bank (as determined by a final, non-appealable judgment of a court of competent jurisdiction), such Issuing Bank shall be deemed to have exercised care in each such determination.(d)Â Â Â Â In the event any Issuing Bank has honored a drawing under a Letter of Credit on any date (a â€œDisbursement Dateâ€), it shall promptly notify the Borrower and the Administrative Agent of the amount of such drawing in the currency in which such Letter of Credit is denominated and of the applicable Disbursement Date. In the case of any such drawing in an Alternative Currency, the Borrowerâ€™s obligation to reimburse the amount of such drawing will, on the applicable Disbursement Date, automatically be converted into an obligation to reimburse the Dollar Equivalent (determined as of such Disbursement Date) of the amount of such Alternative Currency drawing. The Borrower shall reimburse such Issuing Bank on or before the Business Day immediately following the date on which such drawing is honored (the â€œReimbursement Dateâ€) in an amount in same day funds equal to the dollar amount or Dollar Equivalent, as applicable, of such honored drawing, together in each case with accrued and unpaid interest as provided in Section 2.12; provided that, if the dollar amount or Dollar Equivalent, as applicable, of such honored drawing is $500,000 or more, the Borrower may, subject to the conditions to borrowing set forth herein, request in accordance with SectionÂ 2.3 or 2.5 that such payment be financed with a Swing Line Loan or an ABR Borrowing and, to the extent so financed, the Borrowerâ€™s obligation to make such payment shall be discharged and replaced by the resulting Swing Line Loan or ABR Borrowing. If the Borrower fails to reimburse any honored drawing under any Letter of Credit on or before the Reimbursement Date, the Administrative Agent shall notify each Lender of such failure, the payment then due from the Borrower in respect of such honored drawing, and such Lenderâ€™s Applicable Percentage thereof. Promptly following receipt of such notice, each Lender shall pay to the Administrative Agent, in Dollars, its Applicable Percentage of the amount then due from the Borrower, in the same manner as provided in SectionÂ 2.6 with respect to Loans made by such Lender (and SectionÂ 2.6 shall apply, mutatis mutandis, to the payment obligations of the Lenders pursuant to this paragraph), and the Administrative Agent shall promptly remit to the applicable Issuing Bank the amounts so received by it from the Lenders. Promptly following receipt by the Administrative Agent of any payment from the Borrower pursuant to this paragraph, the Administrative Agent shall distribute such payment to the applicable Issuing Bank or, to the extent that Lenders have made payments pursuant to this paragraph to reimburse such Issuing Bank, then to such Lenders and such Issuing Bank as their interests may appear. Any payment made by a Lender pursuant to this paragraph to reimburse an Issuing Bank for an honored drawing under a Letter of Credit (other than the funding of a Swing Line Loan or an ABR Borrowing as contemplated above) shall not constitute a Loan and shall not relieve the Borrower of its obligation to reimburse such drawing. If any Lender fails to make available to the Administrative Agent for the account of the relevant Issuing Bank any amount required to be paid by such Lender pursuant to the foregoing provisions of this SectionÂ 2.4(d) by the time 55specified herein, such Issuing Bank shall be

entitled to recover from such Lender (acting through the Administrative Agent), on demand, such amount with interest thereon for the period from the date such payment is required to the date on which such payment is immediately available to such Issuing Bank at a rate per annum equal to the greater of the Federal Funds Effective Rate and a rate determined by the Administrative Agent in accordance with banking industry rules on interbank compensation from time to time in effect.(e)Â Â Â Â Immediately upon the issuance, extension or increase of each Letter of Credit, without any further action by any Person, the applicable Issuing Bank shall be deemed to have sold to each Lender and each Lender shall have been deemed to have purchased from such Issuing Bank a participation in such Letter of Credit and any drawings honored thereunder in an amount equal to such Lenderâ€™s Applicable Percentage of the maximum amount which is or at any time may become available to be drawn thereunder. In consideration and in furtherance of the foregoing, each Lender hereby irrevocably, absolutely and unconditionally agrees to pay to the Administrative Agent, for the account of such Issuing Bank, such Lenderâ€™s Applicable Percentage of each drawing (or, in the case of a Letter of Credit denominated in an Alternative Currency, of the Dollar Equivalent of each drawing) honored by such Issuing Bank under such Letter of Credit and not reimbursed by the Borrower on or prior to the applicable Reimbursement Date, or of any reimbursement payment required to be refunded to the Borrower or otherwise returned for any reason. Each Lender acknowledges and agrees that its obligation to fund participations pursuant to this paragraph in respect of Letters of Credit is irrevocable, absolute and unconditional and shall not be affected by any circumstance whatsoever, including any amendment, extension or increase of any Letter of Credit, the occurrence and continuance of a Default, any reduction or termination of the Commitments or any force majeure or other event that under any rule of law or uniform practices to which any Letter of Credit is subject (including Rules 3.13 and 3.14 of ISP 98) permits a drawing to be made under such Letter of Credit after the expiration thereof or after the expiration or termination of the Commitments or any other circumstance or happening whatsoever, whether or not similar to any of the foregoing, including those set forth in the following paragraph (f), and that each such payment shall be made without any defense, offset, abatement, withholding or reduction whatsoever and in the currency of such honored drawing. Each Lender further acknowledges and agrees that, in issuing, amending, extending or increasing any Letter of Credit, the applicable Issuing Bank shall be entitled to rely, and shall not incur any liability for relying, upon the representations and warranties of the Borrower deemed made pursuant to Sections 2.4 andÂ 4.2, unless, at least one Business Day prior to the time such Letter of Credit is issued, amended, extended or increased (or, in the case of an automatic extension permitted pursuant to paragraph (a) of this Section, at least one Business Day prior to the time by which the election not to extend must be made by the applicable Issuing Bank), the Required Lenders or the Borrower shall have notified the applicable Issuing Bank (with a copy to the Administrative Agent) in writing that, as a result of one or more events or circumstances described in such notice, one or more of the conditions precedent set forth in SectionÂ 2.4(a)(iii), 2.4(a)(iv), 2.4(a)(v), 4.2(b) or 4.2(c) would not be satisfied if such Letter of Credit were then issued, amended, extended or increased (it being understood and agreed that, in the event any Issuing Bank shall have received any such notice, no Issuing Bank shall have any obligation to issue, amend, extend or increase any Letter of Credit until and unless it shall be satisfied that the 56events and circumstances described in such notice shall have been cured or otherwise shall have ceased to exist).(f)Â Â Â Â The obligation of the Borrower to reimburse each Issuing Bank for drawings honored under the Letters of Credit issued by it shall be absolute, unconditional and irrevocable and shall be paid strictly in accordance with the terms hereof under all circumstances including any of the following circumstances: (i) any lack of validity or enforceability of any Letter of Credit; (ii) the existence of any claim, set off, defense or other right which the Borrower may have at any time against a beneficiary or any transferee of any Letter of Credit (or any Persons for whom any such transferee may be acting), any Issuing Bank, Lender or any other Person, whether in connection herewith, the transactions contemplated herein or any unrelated transaction (including any underlying transaction between the Borrower or one of its Subsidiaries and the beneficiary(ies) for which any Letter of Credit was procured); (iii) any draft or other document presented under any Letter of Credit proving to be forged, fraudulent, invalid or insufficient in any respect or any statement therein being untrue or inaccurate in any respect; (iv) payment by such Issuing Bank under any Letter of Credit against presentation of a draft or other document which does not substantially comply with the terms of such Letter of Credit; (v) any adverse change in the business, operations, properties, assets, condition (financial or otherwise) or prospects of the Borrower or any of its Subsidiaries or any other Person; (vi) any breach hereof by any party hereto or any other Loan Document by any party thereto; (vii) any force majeure or other event that under any rule of law or uniform practices to which any Letter of Credit is subject (including Rules 3.13 and 3.14 of ISP 98) permits a drawing to be made under such Letter of Credit after the expiration thereof or after the expiration or termination of the Commitments; (viii) any other circumstance or happening whatsoever, whether or not similar to any of the foregoing; or (ix) the fact that an Event of Default or a Default shall have occurred and be continuing.(g)Â Â Â Â Without duplication of any obligation of the Borrower under Section 10.3, in addition to amounts payable as provided herein, the Borrower hereby agrees to protect, indemnify, pay and save and hold harmless each Issuing Bank from and against any and all claims, demands, liabilities, damages and losses, and all reasonable and documented costs, charges and out-of-pocket expenses (including reasonable fees, out-of-pocket expenses and disbursements of one primary counsel (with exceptions for conflicts of interest) and one local counsel in each relevant jurisdiction), which such Issuing Bank may incur or be subject to as a consequence, direct or indirect, of (i) the issuance, amendment, extension or increase of any Letter of Credit by such Issuing Bank, any demand for payment thereunder, any payment or other action taken or omitted to be taken in connection with such Letter of Credit or this Agreement, or any transaction(s) supported by such Letter of Credit, other than as a result of (1) the gross negligence or willful misconduct of such Issuing Bank as determined by a final, non-appealable judgment of a court of competent jurisdiction or (2) the wrongful dishonor by such Issuing Bank of a presentation under any Letter of Credit which strictly complies with the terms and conditions of such Letter of Credit, or (ii) the failure of such Issuing Bank to honor a drawing under any such Letter of Credit as a result of any Governmental Act. The Borrower will pay all amounts owing under this Section promptly after written demand therefor.57(h)Â Â Â Â An Issuing Bank may resign as an Issuing Bank by providing at least 30 days prior written notice to the Administrative Agent, the Lenders and the Borrower. An Issuing Bank may be replaced at any time by written agreement among the Borrower, the Administrative Agent, the replaced Issuing Bank (provided that no consent will be required if the replaced Issuing Bank has no Letters of Credit or reimbursement obligations with respect thereto outstanding) and the successor Issuing Bank. The Administrative Agent shall notify the Lenders of any such resignation or replacement of such Issuing Bank. From and after the effective date of any such replacement or resignation, (i) any successor Issuing Bank shall have all the rights and obligations of an Issuing Bank under this Agreement with respect to Letters of Credit to be issued thereafter and (ii) references herein to the term â€œIssuing Bankâ€ shall be deemed to refer to such successor or to any previous Issuing Bank, or to such successor and all previous Issuing Banks, as the context shall require. At the time any such resignation or replacement shall become effective, (A) the Borrower shall pay all unpaid fees accrued for the account of the resigning or replaced Issuing Bank pursuant to Sections 2.11(c) and (d) and (B) the resigning or replaced Issuing Bank shall remain a party hereto to the extent that Letters of Credit issued by it remain outstanding and shall continue to have all the rights and obligations of an Issuing Bank under this Agreement with respect to Letters of Credit issued by it prior to such resignation or replacement. After the replacement or resignation of an Issuing Bank hereunder, the resigning or replaced Issuing Bank shall not be required to issue, amend, extend or increase any Letters of Credit. (i)Â Â Â Â The Borrower may, at any time and from time to time, with the consent of the Administrative Agent (which consent shall not be unreasonably withheld), designate as additional Issuing Banks one or more Lenders that agree to serve in such capacity as provided below. The acceptance by a Lender of an appointment as an Issuing Bank hereunder shall be evidenced by a written agreement, which shall be in form and substance reasonably satisfactory to the Administrative Agent, executed by the Borrower, the Administrative Agent and such designated Lender and, from and after the effective date of such agreement, (i)Â such Lender shall have all the rights and obligations of an Issuing Bank under this Agreement and (ii)Â references herein to the term â€œIssuing Bankâ€ shall be deemed to include such Lender in its capacity as an issuer of Letters of Credit hereunder. (j)Â Â Â Â If any Event of Default shall occur and be continuing, on the Business Day that the Borrower receives notice from the Administrative Agent or the Required Lenders demanding the deposit of cash collateral pursuant to this paragraph, the Borrower shall deposit in an account with the Administrative Agent, in the name of the Administrative Agent and for the benefit of the Lenders and the Issuing Banks, an amount in cash equal to 103% of Letter of Credit Usage attributable to all outstanding Letter of Credits as of such date (provided that, if the Letter of Credit Usage increases at any time following such deposit, the Borrower shall, at the request of the Administrative Agent, deposit additional amounts in cash in Dollars so that such deposit account holds at least 103% of the amount of Letter of Credit Usage at any time) plus any accrued and unpaid interest thereon, in each case in Dollars; provided that the obligation to deposit such cash collateral shall become effective immediately, and such cash collateral shall become immediately due and payable, without demand or other notice of any kind, upon the occurrence of any Event of Default with respect to the Borrower described in 58paragraphs (h), (i) or (j) of Article VIII. Such cash collateral shall be held by the Administrative Agent as collateral for the payment and performance of the obligations of the Borrower under this Agreement. The Administrative Agent shall have exclusive dominion and control, including the exclusive right of withdrawal, over such account. Other than any interest earned on the investment of such cash collateral, which investments shall be made at the option and sole discretion of the Administrative Agent and at the Borrowerâ€™s risk and expense, such cash collateral shall not bear interest. Interest or profits, if any, on such investments shall accumulate in such account. Moneys in such account shall be applied by the Administrative Agent to reimburse the Issuing Banks for any disbursements under Letters of Credit for which they have not been reimbursed and, to the extent not so applied, shall be held as cash collateral for the satisfaction of the reimbursement obligations of the Borrower for the Letter of Credit Usage at such time, and after such cash collateralization and/or payment in full of all Letter of Credit Usage, may be applied to satisfy other obligations of the Borrower under this Agreement. If the Borrower is required to provide amounts of cash collateral hereunder as a result of the occurrence of an Event of Default, such amounts (to the extent not applied as aforesaid) shall be returned to the Borrower (or as otherwise ordered by a court of competent jurisdiction) within five Business Days after all Events of Default have been cured or waived.(k)Â Â Â Â Unless otherwise expressly agreed by the applicable Issuing Bank and the Borrower when a Letter of Credit is issued, the rules of the ISP 98 (including those relating to payment of fees of correspondent banks in the case of Letters of Credit denominated in Alternative Currencies) shall apply to each Letter of Credit. Notwithstanding the foregoing, no Issuing Bank shall be responsible to the Borrower for, and each Issuing Bankâ€™s rights and remedies against the Borrower shall not be impaired by, any action or inaction of such Issuing Bank required under, or expressly authorized under the circumstances by, any applicable law, order, or practice that is required to be applied to any Letter of Credit or this Agreement, including the law or any order of a jurisdiction where such Issuing Bank or the beneficiary of any Letter of Credit is located, the practice stated in the ISP 98, or in the decisions, opinions, practice statements, or official commentary of the ICC Banking Commission, the Bankers Association for Finance and Trade, Inc. (BAFT), or the Institute of International Banking Law & Practice, whether or not any such law or practice is applicable to any Letter of Credit.Section 2.5 Requests for Borrowings. To request a Borrowing, the Borrower shall deliver to the Administrative Agent a written Borrowing Request in substantially the form of Exhibit B-1 attached hereto and signed by the Borrower (a)Â in the case of a SOFR Borrowing, not later than 11:00 a.m., New York City time, three Business Days before the date of the proposed Borrowing, (b) in the case of an ABR Borrowing, not later than 12:00 noon, New York City time, one Business Day prior to the date of the proposed Borrowing or (c) in the case of a Borrowing of a Swing Line Loan, not later than 12:00 noon, New York City time, on the date of the proposed Borrowing. Each such Borrowing Request shall be irrevocable and shall be by hand delivery or telecopy (or facsimile or other electronic transmission (e.g., .pdf via e-mail)) to the Administrative Agent. Each such Borrowing Request shall specify the following information in compliance with SectionÂ 2.2 and Section 2.3:59(i)Â Â Â Â the aggregate amount of the requested Borrowing;(ii)Â Â Â Â the date of such Borrowing, which shall be a Business Day;(iii)Â Â Â Â whether such Borrowing is to be an ABR Borrowing or a SOFR Borrowing;(iv)Â Â Â Â in the case of a SOFR Borrowing, the initial Interest Period to be applicable thereto, which shall be a period contemplated by the definition of the term â€œInterest Periodâ€; and(v)Â Â Â Â the location and number of the account or accounts to which funds are to be disbursed, which shall comply with the requirements of Section 2.6, or, in the case of any Loan requested to finance the reimbursement of drawing under a Letter of Credit as provided in Section 2.4(d), the identity of the Issuing Bank that has honored such drawing.If no election as to the Type of Borrowing is specified with respect to Revolving Loans, then the requested Borrowing shall be an ABR Borrowing. If no Interest Period is specified with respect to any requested SOFR Borrowing, then the Borrower shall be deemed to have selected an Interest Period of one monthâ€™s duration. Promptly following receipt of a Borrowing Request in accordance with this Section, the Administrative Agent shall advise each Lender of the details thereof and of the amount of such Lenderâ€™s Loan to be made as part of the requested Borrowing.Section 2.6 Funding of Borrowings. (a) Each Lender shall make each Loan to be made by it hereunder on the proposed date thereof by wire transfer of immediately available funds by 12:00 noon, New York City time, to the account of the Administrative Agent most recently designated by it for such purpose by notice to the Lenders; provided that Swing Line Loans shall be made by the Swing Line Lender to the Borrower by means of a wire transfer to the account specified in such Borrowing Request or to the applicable Issuing Bank, as the case may be, by 3:00 p.m., New York City time, on the requested date of such Swing Line Loan. Except as otherwise specified in the immediately preceding sentence, the Administrative Agent will make such Loans available to the Borrower by promptly crediting the amounts so received, in like funds, to an account or accounts designated by the Borrower in the applicable Borrowing Request. (b)Â Â Â Â Unless the Administrative Agent shall have received notice from a Lender prior to the proposed date of any Borrowing that such Lender will not make available to the Administrative Agent such Lenderâ€™s Applicable Percentage of such Borrowing, the Administrative Agent may assume that such Lender has made such Applicable Percentage available on such date in accordance with paragraph (a) of this Section and may, in reliance upon such assumption, make available to the Borrower a corresponding amount. In such event, if a Lender has not in fact made its Applicable Percentage of the applicable Borrowing available to the Administrative Agent, then the applicable Lender and the Borrower severally agree to pay to the Administrative Agent forthwith on demand such corresponding amount with interest 60thereon, for each day from and including the date such amount is made available to the Borrower to but excluding the date of payment to the Administrative Agent, at (i)Â in the case of such Lender, the greater of the Federal Funds Effective Rate and a rate determined by the Administrative Agent in accordance with banking industry rules on interbank compensation or (ii) in the case of the Borrower, the interest rate applicable to ABR Loans. If such Lender pays such amount to the Administrative Agent, then such amount shall constitute such Lenderâ€™s Loan included in such Borrowing.Section 2.7 Interest Elections. (a) Each Borrowing initially shall be of the Type specified in the applicable Borrowing Request and, in the case of a SOFR Borrowing, shall have an initial Interest Period as specified in such Borrowing Request or as otherwise provided in Section 2.5; provided that Swing Line Loans shall be made and maintained as ABR Borrowings only. Thereafter, the Borrower may elect to convert such Borrowing to a different Type or to continue such Borrowing and, in the case of a SOFR Borrowing, may elect Interest Periods therefor, all as provided in this Section. The Borrower may elect different options with respect to different portions of the affected Borrowing, in which case each such portion shall be allocated ratably among the Lenders holding the Loans comprising such Borrowing in accordance with their respective Applicable Percentages, and the Loans comprising each such portion shall be considered a separate Borrowing. This Section shall not apply to Swing Line Loans, which may not be converted or continued.(b)Â Â Â Â To make an election pursuant to this Section, the Borrower shall deliver to the Administrative Agent a written request (an â€œInterest Election Requestâ€) in substantially the form of Exhibit C attached hereto and signed by the Borrower by the time that a Borrowing Request would be required under Section 2.5 if the Borrower were requesting a Borrowing of the Type resulting from such election to be made on the effective date of such election. Each such request shall be irrevocable and shall be by hand delivery or telecopy (or facsimile or other electronic transmission (e.g., .pdf via e-mail)) to the Administrative Agent.(c)Â Â Â Â Each Interest Election Request shall specify the following information in compliance with Section 2.2: (i)Â Â Â Â the Borrowing to which such Interest Election Request applies and, if different options are being elected with respect to different portions thereof, the portions thereof to be allocated to each resulting Borrowing (in which case the information to be specified pursuant to clauses (iii) and (iv) below shall be specified for each resulting Borrowing);(ii)Â Â Â Â the effective date of the election made pursuant to such Interest Election Request, which shall be a Business Day;(iii)Â Â Â Â whether the resulting Borrowing is to be an ABR Borrowing or a SOFR Borrowing; and61(iv)Â Â Â Â if the resulting Borrowing is a SOFR Borrowing, the Interest Period to be applicable thereto after giving effect to such election, which shall be a period contemplated by the definition of the term â€œInterest Periodâ€.If any such Interest Election Request requests a SOFR Borrowing but does not specify an Interest Period, then the Borrower shall be deemed to have selected an Interest Period of one monthâ€™s duration.(d)Â Â Â Â Promptly following receipt of an Interest Election Request, the Administrative Agent shall advise each Lender of the details thereof and of such Lenderâ€™s portion of each resulting Borrowing.(e)Â Â Â Â If the Borrower fails to deliver a timely Interest Election Request with respect to a SOFR Borrowing prior to the end of the Interest Period applicable thereto, then, unless such Borrowing is repaid as provided herein, at the end of such Interest Period such Borrowing shall be continued as a SOFR Borrowing with an Interest Period of one monthâ€™s duration. Notwithstanding any contrary provision hereof, if an Event of Default has occurred and is continuing, (i) no outstanding Borrowing may be converted to or continued as a SOFR Borrowing and (ii)Â unless repaid, each SOFR Borrowing shall be converted to an ABR Borrowing at the end of the Interest Period

applicable thereto.Section 2.8 Termination and Reduction of Commitments. (a)Â Â Â Â Unless previously terminated, the Commitments shall terminate on the Commitment Termination Date. (b)Â Â Â Â The Borrower may at any time terminate, or from time to time reduce, the Commitments; provided that (i) each reduction of the Commitments shall be in an amount that is an integral multiple of $1,000,000 and not less than $5,000,000 and (ii) the Borrower shall not terminate or reduce the Commitments if, after giving effect to any concurrent prepayment of the Loans in accordance with Section 2.10, the Total Utilization of Commitments would exceed the total Commitments.(c)Â Â Â Â The Borrower shall notify the Administrative Agent of any election to terminate or reduce the Commitments under paragraph (b) of this Section at least three Business Days prior to the effective date of such termination or reduction, specifying such election and the effective date thereof. Promptly following receipt of any notice, the Administrative Agent shall advise the Lenders of the contents thereof. Each notice delivered by the Borrower pursuant to this Section shall be irrevocable; provided that a notice of termination or reduction of the Commitments delivered by the Borrower may state that such notice is conditioned upon the effectiveness of other credit facilities or another transaction, in which case such notice may be revoked by the Borrower (by notice to the Administrative Agent on or prior to the specified effective date) if such condition is not satisfied. Any termination or reduction of the Commitments shall be permanent. Each reduction of the Commitments shall be applied to the Lenders in accordance with their respective Applicable Percentages.62(d)Â Â Â Â If, after giving effect to any reduction of the Revolving Commitments, the Letter of Credit Sublimit exceeds the amount of the Revolving Commitments, such Letter of Credit Sublimit shall be automatically reduced by the amount of such excess.Section 2.9 Repayment of Loans; Evidence of Debt. (a) The Borrower hereby unconditionally promises to pay (i) to the Administrative Agent for the account of each Lender the then unpaid principal amount of each Revolving Loan on the Maturity Date and (ii) to the Swing Line Lender the then unpaid principal amount of each Swing Line Loan on the earlier of the Maturity Date and the date that is ten (10) days after such Swing Line Loan is made; provided that on each date that a Borrowing consisting of Revolving Loans is made, the Borrower shall repay all Swing Line Loans that were outstanding on the date such Borrowing was requested.(b)Â Â Â Â Each Lender shall maintain in accordance with its usual practice an account or accounts evidencing the indebtedness of the Borrower to such Lender resulting from each Loan made by such Lender, including the amounts of principal and interest payable and paid to such Lender from time to time hereunder.(c)Â Â Â Â The Administrative Agent shall maintain accounts in which it shall record (i) the amount of each Loan made hereunder, the Type thereof and the Interest Period applicable thereto, (ii) the amount of any principal or interest due and payable or to become due and payable from the Borrower to each Lender hereunder and (iii) the amount of any sum received by the Administrative Agent hereunder for the account of the Lenders and each Lenderâ€™s share thereof.(d)Â Â Â Â The entries made in the accounts maintained pursuant to paragraph (b) or (c) of this Section shall be prima facie evidence of the existence and amounts of the obligations recorded therein (absent manifest error); provided that the failure of any Lender or the Administrative Agent to maintain such accounts or any error therein shall not in any manner affect the obligation of the Borrower to repay the Loans in accordance with the terms of this Agreement.(e)Â Â Â Â Any Lender may request that Loans made by it be evidenced by a Note. In such event, the Borrower shall prepare, execute and deliver to such Lender a Note payable to such Lender (or, if requested by such Lender, to such Lender and its registered assigns). Thereafter, the Loans evidenced by such Note and interest thereon shall at all times (including after assignment pursuant to Section 10.4) be represented by one or more Notes in such form payable to the payee named therein (or, if such Note is a registered note, to such payee and its registered assigns).Section 2.10 Prepayment of Loans. (a) The Borrower shall have the right at any time and from time to time to prepay any Borrowing in whole or in part, without premium or penalty (subject to the requirements of Section 2.15), subject to prior notice in accordance with this Section. The Borrower shall notify the Administrative Agent (and, in the case of prepayment of a Swing Line Loan, the Swing Line Lender) in writing (by telecopy or facsimile or other electronic transmission) or hand delivery of written notice) of any prepayment hereunder 63(i) in the case of prepayment of a SOFR Borrowing, not later than 11:00 a.m., New York City time, three Business Days before the date of prepayment, (ii) in the case of prepayment of an ABR Borrowing, not later than 12:00 noon, New York City time, one Business Day before the date of prepayment and (iii) in the case of prepayment of a Swing Line Loan, not later than 12:00 noon, New York City time, on the date of prepayment. Each such notice shall be irrevocable and shall specify the prepayment date and the principal amount of each Borrowing or portion thereof to be prepaid; provided that such notice may state that such notice is conditioned upon the effectiveness of other credit facilities or another transaction, in which case such notice may be revoked by the Borrower (by notice to the Administrative Agent on or prior to the specified prepayment date) if such condition is not satisfied. Promptly following receipt of any such notice relating to a Borrowing, the Administrative Agent shall advise the Lenders of the contents thereof. Each partial prepayment of any Borrowing shall be in an amount that would be permitted in the case of an advance of a Borrowing of the same Type as provided in Section 2.2. (b)Â Â Â Â The Borrower shall from time to time prepay first, the Swing Line Loans, and second, the Revolving Loans to the extent necessary so that the Total Utilization of Commitments shall not at any time exceed the Commitments then in effect.(c)Â Â Â Â Each prepayment of a Borrowing shall be applied ratably to the Loans of the Lenders in accordance with their respective Applicable Percentages. Prepayments shall be accompanied by accrued interest to the extent required by Section 2.12 and any costs incurred as contemplated by Section 2.15.Section 2.11 Fees. (a) The Borrower agrees to pay to the Administrative Agent for the account of each Lender (other than any Defaulting Lender) a commitment fee, which shall accrue at the Commitment Fee Rate set forth in the definition of Applicable Rate on the daily amount of the unused Commitment of such Lender during the period from and including the Closing Date to but excluding the date on which such Commitment terminates. Accrued commitment fees shall be payable in arrears on the last day of March, June, September and December of each year and on the date on which the Commitments terminate, commencing on the first such date to occur after the Closing Date. All commitment fees shall be computed on the basis of a year of 360 days and shall be payable for the actual number of days elapsed (including the first day but excluding the last day). For purposes of computing commitment fees, a Commitment of a Lender shall be deemed to be used to the extent of the outstanding Revolving Loans and Letter of Credit Usage of such Lender (and the Swing Line Exposure of such Lender shall be disregarded for such purpose). (b)Â Â Â Â On the Closing Date, the Borrower agrees to pay to the Administrative Agent for the account of each Lender as of the Closing Date, an upfront fee equal to 0.25% multiplied by each such Lenderâ€™s Commitments as in effect on the Closing Date.(c)Â Â Â Â The Borrower agrees to pay to the Administrative Agent for the account of each Lender (other than any Defaulting Lender) letter of credit fees at a rate per annum equal to (i) the Applicable Rate for Revolving Loans that are SOFR Loans, multiplied by (ii) the average aggregate daily maximum Dollar Equivalent available to be drawn under all such Letters of Credit (determined as of the close of business son any date of determination) 64(regardless of whether any conditions for drawing could then be met and determined as of the close of business on any date of determination) during the period from and including the Closing Date to but excluding the later of the date on which such Lenderâ€™s Commitment terminates and the date on which such Lender ceases to have any Letter of Credit Usage. Such letter of credit fees shall be paid on a quarterly basis in arrears and shall be due and payable on the tenth Business Day after the end of each March, June, September and December in respect of the most recently ended quarterly period (or portion thereof, in the case of the first payment), commencing with the first such date to occur after the issuance of any Letter of Credit, on the Commitment Termination Date and thereafter on demand. (d)Â Â Â Â The Borrower agrees to pay directly to each Issuing Bank, for its own account, the following fees:(i)Â Â Â Â a fronting fee equal to 0.125% per annum, multiplied by the average aggregate daily maximum Dollar Equivalent available to be drawn under all Letters of Credit issued by such Issuing Bank (determined as of the close of business on any date of determination) (regardless of whether any conditions for drawing could then be met and determined as of the close of business on any date of determination) from and including the Closing Date to but excluding the later of the date of termination of the Commitments and the date on which there ceases to be any Letter of Credit Usage attributable to Letters of Credit issued by such Issuing Bank; and (ii)Â Â Â Â such administrative, documentary and processing charges for any issuance, amendment, transfer or payment of a Letter of Credit as are in accordance with such Issuing Bankâ€™s standard schedule for such charges and as in effect at the time of such issuance, amendment, transfer or payment, as the case may be.Such fronting fee shall be paid on a quarterly basis in arrears and shall be due and payable on the tenth Business Day after the end of each March, June, September and December in respect of the most recently ended quarterly period (or portion thereof, in the case of the first payment), commencing with the first such date to occur after the issuance of such Letter of Credit, on the Commitment Termination Date and thereafter on demand. Such documentary and processing charges are due and payable on demand.(e)Â Â Â Â The Borrower agrees to pay to the Administrative Agent, for its own account, fees payable in the amounts and at the times separately agreed upon between the Borrower and the Administrative Agent.(f)Â Â Â Â All fees payable hereunder shall be paid on the dates due, in immediately available funds, to the parties specified herein. Fees paid shall not be refundable under any circumstances.Section 2.12 Interest. (a) The Loans comprising each ABR Borrowing (including each Swing Line Loan) shall bear interest at the Alternate Base Rate plus the Applicable Rate.65(b)Â Â Â Â The Loans comprising each SOFR Borrowing shall bear interest at Adjusted Term SOFR for the Interest Period in effect for such Borrowing plus the Applicable Rate.(c)Â Â Â Â Notwithstanding the foregoing, at all times when an Event of Default listed in paragraphs (a), (b), (h), (i) or (j) of Article VIII has occurred hereunder and is continuing, all overdue amounts outstanding hereunder shall bear interest, after as well as before judgment, at a rate per annum equal to (i) in the case of overdue principal of any Loan, 2% plus the rate otherwise applicable thereto as provided in the preceding paragraphs of this Section or (ii) in the case of any other overdue amount, 2% plus the rate applicable to ABR Loans as provided in paragraph (a) of this Section.(d)Â Â Â Â Accrued interest on each Loan shall be payable in arrears on each Interest Payment Date for such Loan and upon termination of the Commitments; provided that (i) interest accrued pursuant to paragraph (c) of this Section shall be payable on demand, (ii) in the event of any repayment or prepayment of any Loan (other than a prepayment of an ABR Loan prior to the end of the Availability Period), accrued interest on the principal amount repaid or prepaid shall be payable on the date of such repayment or prepayment and (iii) in the event of any conversion of any SOFR Loan prior to the end of the current Interest Period therefor, accrued interest on such Loan shall be payable on the effective date of such conversion.(e)Â Â Â Â Subject to Section 2.12(g), all interest hereunder shall be computed on the basis of a year of 360Â days, except that interest computed by reference to the Alternate Base Rate at times when the Alternate Base Rate is based on the Prime Rate shall be computed on the basis of a year of 365Â days (or 366 days in a leap year), and in each case shall be payable for the actual number of days elapsed (including the first day but excluding the last day). The applicable Alternate Base Rate, Adjusted Term SOFR, Term SOFR or SOFR shall be determined by the Administrative Agent, and such determination shall be conclusive absent manifest error.(f)Â Â Â Â The Borrower agrees to pay to each Issuing Bank, with respect to drawings honored under any Letter of Credit issued by such Issuing Bank, interest on the Dollar Equivalent paid by such Issuing Bank in respect of each such honored drawing from the date such drawing is honored to but excluding the date such amount is reimbursed by or on behalf of the Borrower at a rate equal to (i) for the period from the applicable Disbursement Date to but excluding the applicable Reimbursement Date, the rate of interest otherwise payable hereunder with respect to Revolving Loans that are ABR Loans, and (ii) thereafter, a rate which is 2% per annum in excess of the rate of interest otherwise payable hereunder with respect to Revolving Loans that are ABR Loans.(g)Â Â Â Â Interest payable pursuant to Section 2.12(f) shall be computed on the basis of a 365/366 day year for the actual number of days elapsed in the period during which it accrues, and shall be payable on demand or, if no demand is made, on the date on which the related drawing under a Letter of Credit is reimbursed in full. In the event any Issuing Bank shall have been reimbursed by Lenders for all or any portion of any honored drawing, such Issuing Bank shall distribute to the Administrative Agent, for the account of each Lender which 66has paid all amounts payable by it under Section 2.4(d) with respect to such honored drawing, such Lenderâ€™s Applicable Percentage of any interest received by such Issuing Bank in respect of that portion of such honored drawing so reimbursed by such Lender for the period from the date on which such Issuing Bank was so reimbursed by such Lender to but excluding the date on which such portion of such honored drawing is reimbursed by the Borrower.Section 2.13 Alternate Rate of Interest; Benchmark Replacement Setting; Illegality. (a)Â Â Â Â Alternate Rate of Interest. Subject to Section 2.13(b), if prior to the commencement of any Interest Period for a SOFR Borrowing:(i)Â Â Â Â the Administrative Agent determines (which determination shall be conclusive absent manifest error) that adequate and reasonable means do not exist for ascertaining SOFR, Term SOFR or Adjusted Term SOFR, as applicable; provided that no Benchmark Transition Event shall have occurred at such time; or(ii)Â Â Â Â the Administrative Agent is advised by the Required Lenders that SOFR, Term SOFR or Adjusted Term SOFR, as applicable, for such Interest Period will not adequately and fairly reflect the cost to such Lenders (or Lender) of making or maintaining their Loans (or its Loan) included in such Borrowing for such Interest Period; then the Administrative Agent shall give notice thereof to the Borrower and the Lenders in writing (by telecopy or facsimile or other electronic transmission) as promptly as practicable thereafter and, until the Administrative Agent notifies the Borrower and the Lenders that the circumstances giving rise to such notice no longer exist, (x) any Interest Election Request that requests the conversion of any Borrowing to, or continuation of any Borrowing as, a SOFR Borrowing shall be ineffective and such Borrowing shall be continued as an ABR Borrowing, and (y) if any Borrowing Request requests a SOFR Borrowing, such Borrowing shall be made as an ABR Borrowing; provided that upon Borrowerâ€™s receipt of such notice, the Borrower may revoke any pending request for a SOFR Borrowing of, conversion to, or continuation of SOFR Loans.(b)Â Â Â Â Benchmark Replacement Setting. (i)Â Â Â Â Benchmark Replacement. Notwithstanding anything to the contrary herein or in any other Loan Document, if a Benchmark Transition Event and its related Benchmark Replacement Date have occurred prior any setting of the then-current Benchmark, then (x) if a Benchmark Replacement is determined in accordance with clause (a) of the definition of â€œBenchmark Replacementâ€ for such Benchmark Replacement Date, such Benchmark Replacement will replace such Benchmark for all purposes hereunder and under any Loan Document in respect of such Benchmark setting and subsequent Benchmark settings without any amendment to, or further action or consent of any other party to, this Agreement or any other Loan Document and (y) if a Benchmark Replacement is determined in accordance with clause (b) of the definition of 67â€œBenchmark Replacementâ€ for such Benchmark Replacement Date, such Benchmark Replacement will replace such Benchmark for all purposes hereunder and under any Loan Document in respect of any Benchmark setting at or after 5:00 p.m. (New York City time) on the fifth (5th) Business Day after the date notice of such Benchmark Replacement is provided to the Lenders without any amendment to, or further action or consent of any other party to, this Agreement or any other Loan Document so long as the Administrative Agent has not received, by such time, written notice of objection to such Benchmark Replacement from Lenders comprising the Required Lenders. If the Benchmark Replacement is Daily Simple SOFR, all interest payments will be payable on a quarterly basis.(ii)Â Â Â Â Benchmark Replacement Conforming Changes. In connection with the use, administration, adoption or implementation of a Benchmark Replacement, the Administrative Agent, in consultation with the Borrower, will have the right to make Conforming Changes from time to time and, notwithstanding anything to the contrary herein or in any other Loan Document, any amendments implementing such Conforming Changes will become effective without any further action or consent of any other party to this Agreement or any other Loan Document.(iii)Â Â Â Â Notices; Standards for Decisions and Determinations. The Administrative Agent will promptly notify the Borrower and the Lenders of (i) the implementation of any Benchmark Replacement and (ii) the effectiveness of any Conforming Changes in connection with the use, administration, adoption or implementation of a Benchmark Replacement. The Administrative Agent will notify the Borrower of (x) the removal or reinstatement of any tenor of a Benchmark pursuant to Section 2.13(b)(iv) and (y) the commencement of any Benchmark Unavailability Period. Any determination, decision or election that may be made by the Administrative Agent or, if applicable, any Lender (or group of Lenders) pursuant to this Section 2.13(b), including any determination with respect to a tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection, will be conclusive and binding absent manifest error and may be made in its or their sole discretion and without consent from any other party to this Agreement or any other Loan Document, except, in each case, as expressly required pursuant to this Section 2.13(b).(iv)Â Â Â Â Unavailability of Tenor of Benchmark. Notwithstanding anything to the contrary herein or in any other Loan Document, at any time (including in connection with the implementation of a Benchmark Replacement), (i) if the then-current Benchmark is a term rate (including the Term SOFR Reference Rate) and either (A) any tenor for such Benchmark is not displayed on a screen or other information service that publishes such rate from time to time as selected by the Administrative Agent in its reasonable discretion or (B) the regulatory supervisor for the administrator of such Benchmark has provided a public statement or publication of information announcing that any tenor for such Benchmark is not or will not be representative, then the Administrative Agent may modify the definition of â€œInterest Periodâ€ (or any similar or analogous definition) for any 68Benchmark settings at or after such time to remove such unavailable or non-representative tenor and (ii) if a tenor that was removed pursuant to clause (i) above either (A) is subsequently displayed on a screen or information service for a Benchmark (including a Benchmark Replacement) or (B) is not, or is no longer, subject to an announcement that it is not or will not be representative for a Benchmark (including a Benchmark Replacement), then the Administrative Agent may modify the definition of â€œInterest Periodâ€ (or any similar or analogous definition) for all Benchmark settings at or after such time to reinstate such previously removed tenor.(v)Â Â Â Â Benchmark Unavailability Period. Upon the Borrowerâ€™s receipt of notice of the commencement of a Benchmark Unavailability Period, the Borrower may revoke any pending request for a SOFR Borrowing of, conversion to or continuation of SOFR Loans to be made, converted or continued during any Benchmark Unavailability Period and, failing that, the Borrower will be deemed to have converted any such request into a request for a

Borrowing of or conversion to ABR Loans. During a Benchmark Unavailability Period or at any time that a tenor for the then-current Benchmark is not an Available Tenor, the component of ABR based upon the then-current Benchmark or such tenor for such Benchmark, as applicable, will not be used in any determination of ABR.(c)Â Â Â Â If any Lender determines that any law has made it unlawful, or that any Governmental Authority has asserted that it is unlawful, for any Lender or its applicable lending office to make, maintain or fund Revolving Loans whose interest is determined by reference to SOFR, the Term SOFR Reference Rate, Adjusted Term SOFR or Term SOFR, or to determine or charge interest based upon SOFR, the Term SOFR Reference Rate, Adjusted Term SOFR or Term SOFR, then, upon notice thereof by such Lender to the Borrower (through the Administrative Agent) (an â€œIllegality Noticeâ€), (i) any obligation of the Lenders to make SOFR Loans, and any right of the Borrower to continue SOFR Loans or to convert ABR Loans to SOFR Loans, shall be suspended, and (ii) the interest rate on which ABR Loans shall, if necessary to avoid such illegality, be determined by the Administrative Agent without reference to clause (c) of the definition of â€œABRâ€, in each case until each affected Lender notifies the Administrative Agent and the Borrower that the circumstances giving rise to such determination no longer exist. Upon receipt of an Illegality Notice, the Borrower shall, if necessary to avoid such illegality, upon demand from any Lender (with a copy to the Administrative Agent), prepay or, if applicable, convert all SOFR Loans to ABR Loans (the interest rate on which ABR Loans shall, if necessary to avoid such illegality, be determined by the Administrative Agent without reference to clause (c) of the definition of â€œABRâ€), on the last day of the Interest Period therefor, if all affected Lenders may lawfully continue to maintain such SOFR Loans to such day, or immediately, if any Lender may not lawfully continue to maintain such SOFR Loans to such day, in each case until the Administrative Agent is advised in writing by each affected Lender that it is no longer illegal for such Lender to determine or charge interest rates based upon SOFR, the Term SOFR Reference Rate, Adjusted Term SOFR or Term SOFR. Upon any such prepayment or conversion, the Borrower shall also pay accrued interest on the amount so prepaid or converted, together with any additional amounts required pursuant to Section 2.15.69Section 2.14 Increased Costs. (a) If any Change in Law shall:(i)Â Â Â Â impose, modify or deem applicable any reserve, special deposit, liquidity, compulsory loan, insurance charge or similar requirement against assets of, deposits with or for the account of, or credit extended by or participated in, any Lender (except any such reserve requirement reflected in Adjusted Term SOFR) or Issuing Bank; or(ii)Â Â Â Â impose on any Lender or Issuing Bank or the applicable interbank market any other condition, cost or expense (other than Taxes) affecting this Agreement or SOFR Loans made by such Lender or any Letter of Credit or participation therein; or(iii)Â Â Â Â impose on any Recipient any Taxes (other than Indemnified Taxes or Taxes described in clauses (b) through (d) of the definition of Excluded Taxes), on its loans, loan principal, letters of credit, commitments, or other obligations, or its deposits, reserves, other liabilities or capital attributable thereto;and the result of any of the foregoing shall be to increase the cost to such Lender or other Recipient of making, converting to, continuing or maintaining any SOFR Loan (or of maintaining its obligation to make any such Loan) or to increase the cost to such Lender or other Recipient of participating in, issuing, amending, extending, increasing or maintaining any Letter of Credit (or of maintaining its obligation to participate in or issue any Letter of Credit) or to reduce the amount of any sum received or receivable by such Lender or other Recipient hereunder (whether of principal, interest or otherwise), then the Borrower will pay to such Lender or other Recipient, as the case may be, such additional amount or amounts as will compensate such Lender or other Recipient, as the case may be, for such additional costs incurred or reduction suffered.(b)Â Â Â Â If any Lender or Issuing Bank determines that any Change in Law regarding capital or liquidity requirements has or would have the effect of reducing the rate of return on such Lenderâ€™s or Issuing Bankâ€™s capital or on the capital or liquidity of such Lenderâ€™s or Issuing Bankâ€™s holding company, if any, as a consequence of this Agreement, the Commitments hereunder, the Loans made by such Lender or participations in Letters of Credit held by such Lender, or the Letters of Credit issued by the Issuing Bank, to a level below that which such Lender or Issuing Bank or such Lenderâ€™s or Issuing Bankâ€™s holding company could have achieved but for such Change in Law (taking into consideration such Lenderâ€™s or Issuing Bankâ€™s policies and the policies of such Lenderâ€™s or Issuing Bankâ€™s holding company with respect to capital adequacy and liquidity), then from time to time upon request of such Lender or Issuing Bank the Borrower will pay to such Lender or Issuing Bank, as the case may be, such additional amount or amounts as will compensate such Lender or Issuing Bank or such Lenderâ€™s or Issuing Bankâ€™s holding company for any such reduction suffered.(c)Â Â Â Â A certificate of a Lender or Issuing Bank setting forth in reasonable detail the amount or amounts necessary to compensate such Lender or Issuing Bank or its respective holding company, as the case may be, as specified in paragraph (a) or (b) of this Section shall be delivered to the Borrower and shall be conclusive absent manifest error. The Borrower shall 70pay such Lender or Issuing Bank the amount shown as due on any such certificate within 10 days after receipt thereof.(d)Â Â Â Â Failure or delay on the part of any Lender or Issuing Bank to demand compensation pursuant to this Section shall not constitute a waiver of such Lenderâ€™s or Issuing Bankâ€™s right to demand such compensation; provided that the Borrower shall not be required to compensate a Lender or Issuing Bank pursuant to this Section for any increased costs or reductions incurred more than 180 days prior to the date that such Lender or Issuing Bank notifies the Borrower of the Change in Law giving rise to such increased costs or reductions and of such Lenderâ€™s or Issuing Bankâ€™s intention to claim compensation therefor; provided further that, if the Change in Law giving rise to such increased costs or reductions is retroactive (or has retroactive effect), then the 180-day period referred to above shall be extended to include the period of retroactive effect thereof.Section 2.15 Break Funding Payments. In the event of (a) the payment or prepayment of any principal of any SOFR Loan other than on the last day of an Interest Period applicable thereto (whether voluntary, mandatory, automatic, by reason of acceleration, or otherwise), (b) the conversion of any SOFR Loan other than on the last day of the Interest Period applicable thereto, (c) the failure to borrow, convert, continue or prepay any SOFR Loan on the date specified in any notice delivered pursuant hereto (regardless of whether such notice may be revoked under Section 2.10(a) and is revoked in accordance therewith), or (d) the assignment of any SOFR Loan other than on the last day of the Interest Period applicable thereto as a result of a request by the Borrower pursuant to Section 2.18, then, in any such event, the Borrower shall compensate each Lender for the loss, cost and expense attributable to such event. In the case of a SOFR Loan, such loss, cost or expense to any Lender shall be deemed to include an amount determined by such Lender to be the excess, if any, of (i) the amount of interest which would have accrued on the principal amount of such Loan had such event not occurred, at the Adjusted Term SOFR rate that would have been applicable to such Loan, for the period from the date of such event to the last day of the then current Interest Period therefor (or, in the case of a failure to borrow, convert or continue, for the period that would have been the Interest Period for such Loan), over (ii) the amount of interest which would accrue on such principal amount for such period at the interest rate which such Lender would bid were it to bid, at the commencement of such period, for dollar deposits of a comparable amount and period from other banks in the SOFR market. A certificate of any Lender setting forth in reasonable detail any amount or amounts that such Lender is entitled to receive pursuant to this Section shall be delivered to the Borrower and shall be conclusive absent manifest error. The Borrower shall pay such Lender the amount shown as due on any such certificate within 10 days after receipt thereof.Section 2.16 Taxes. (a) Any and all payments by or on account of any obligation of any Loan Party under any Loan Document shall be made without deduction or withholding for any Taxes, except as required by law. If any applicable law (as determined in the good faith discretion of an applicable Withholding Agent) requires the deduction or withholding of any Tax from any such payment by a Withholding Agent, then the applicable Withholding Agent shall be entitled to make such deduction or withholding and timely pay the full amount deducted or withheld to the relevant Governmental Authority in accordance with 71applicable law and, if such Tax is an Indemnified Tax or Other Tax, then the sum payable by the applicable Loan Party shall be increased as necessary so that after making such deduction or withholding (including such deductions and withholdings applicable to additional sums payable under this Section) the Administrative Agent or Lender (as the case may be) receives an amount equal to the sum it would have received had no such deduction or withholding been made.(b)Â Â Â Â In addition, the Borrower shall (i) pay any Other Taxes to the relevant Governmental Authority in accordance with applicable law or (ii) at the option of the Administrative Agent, shall timely reimburse the Administrative Agent for any payment of such Other Taxes.(c)Â Â Â Â The Loan Parties shall indemnify the Administrative Agent and each Lender, within 10 days after demand therefor, for the full amount of any Indemnified Taxes or Other Taxes (including Indemnified Taxes or Other Taxes imposed or asserted on or attributable to amounts payable under this Section) payable or paid by the Administrative Agent or such Lender, as the case may be, or required to be withheld or deducted from a payment to the Administrative Agent or such Lender, as the case may be, and any penalties, interest and reasonable expenses arising therefrom or with respect thereto, whether or not such Indemnified Taxes or Other Taxes were correctly or legally imposed or asserted by the relevant Governmental Authority. A certificate as to the amount of such payment or liability delivered to the Borrower by a Lender (with a copy to the Administrative Agent), or by the Administrative Agent on its own behalf or on behalf of a Lender, shall be conclusive absent manifest error.(d)Â Â Â Â As soon as practicable after any payment of Indemnified Taxes or Other Taxes by any Loan Party to a Governmental Authority, the Borrower shall deliver to the Administrative Agent the original or a certified copy of a receipt issued by such Governmental Authority evidencing such payment, a copy of the return reporting such payment or other evidence of such payment reasonably satisfactory to the Administrative Agent.(e)Â Â Â Â (i) Any Lender that is entitled to an exemption from, or reduction of, withholding Tax with respect to payments made under this Agreement or any other Loan Document shall deliver to the Borrower and the Administrative Agent, at the time or times reasonably requested by the Borrower or the Administrative Agent, such properly completed and executed documentation reasonably requested by the Borrower or the Administrative Agent as will permit such payments to be made without withholding or at a reduced rate of withholding. In addition, any Lender, if reasonably requested by the Borrower or the Administrative Agent, shall deliver such other documentation prescribed by applicable law or reasonably requested by the Borrower or the Administrative Agent as will enable the Borrower or the Administrative Agent to determine whether or not such Lender is subject to backup withholding or information reporting requirements. Notwithstanding anything to the contrary in the preceding two sentences, the completion, execution and submission of such documentation (other than such documentation set forth in SectionÂ 2.16(e)(ii), 2.16(e)(iii), 2.16(e)(v) or 2.16(e)(vi)) shall not be required if in the Lenderâ€™s reasonable judgment such completion, 72execution or submission would subject such Lender to any material unreimbursed cost or expense or would materially prejudice the legal or commercial position of such Lender.(ii)Â Â Â Â Any Lender that is a U.S. Person shall deliver to the Borrower and the Administrative Agent on or prior to the date on which such Lender becomes a Lender under this Agreement (and from time to time thereafter upon the reasonable request of the Borrower or the Administrative Agent), executed copies of IRS Form W-9 certifying that such Lender is exempt from U.S. federal backup withholding Tax.(iii)Â Â Â Â Any Foreign Lender shall, to the extent it is legally entitled to do so, deliver to the Borrower and the Administrative Agent (in such number of copies as shall be requested by the recipient) on or prior to the date on which such Foreign Lender becomes a Lender under this Agreement (and from time to time thereafter upon the reasonable request of the Borrower or the Administrative Agent), whichever of the following is applicable:(A)Â Â Â Â in the case of a Foreign Lender claiming the benefits of an income tax treaty to which the United States is a party, (x) with respect to payments of interest under this Agreement or any other Loan Document, executed originals of IRS Form W-8BEN or IRS Form W-8BEN-E, as applicable, establishing an exemption from, or reduction of, U.S. Federal withholding Tax pursuant to the â€œinterestâ€ article of such tax treaty and (y) with respect to any other applicable payments under this Agreement or any other Loan Document, IRS Form W-8BEN or IRS Form W-8BEN-E, as applicable, establishing an exemption from, or reduction of, U.S. Federal withholding Tax pursuant to the â€œbusiness profitsâ€ or â€œother incomeâ€ article of such tax treaty;(B)Â Â Â Â executed originals of IRS Form W-8ECI;(C)Â Â Â Â in the case of a Foreign Lender claiming the benefits of the exemption for portfolio interest under Section 881(c) of the Code, (x) a certificate in substantially the form attached hereto as Exhibit J-1, J-2, J-3 or J-4, as applicable, to the effect that such Foreign Lender is not (A) a â€œbankâ€ within the meaning of Section 881(c)(3)(A) of the Code, (B) a â€œ10 percent shareholderâ€ of the Borrower within the meaning of SectionÂ 881(c)(3)(B) of the Code, or (C) a â€œcontrolled foreign corporationâ€ described in Section 881(c)(3)(C) of the Code (a â€œPortfolio Interest Certificateâ€) and (y) executed originals of IRS Form W-8BEN or IRS Form W-8BEN-E, as applicable; or(D)Â Â Â Â to the extent a Foreign Lender is not the beneficial owner, executed originals of IRS Form W-8IMY, accompanied by IRS Form W-8ECI, IRS Form W-8BEN or IRS Form W-8BEN-E, as applicable, a Portfolio Interest Certificate in compliance with Section 2.16(e)(iii)(C), IRS Form W-9, and/or other certification documents from each beneficial owner, as applicable; provided that if the Foreign Lender is a partnership and one or more direct or indirect partners of such Foreign Lender are claiming the portfolio interest exemption, such Foreign Lender may provide a Portfolio Interest Certificate in compliance with Section 2.16(e)(iii)(C) on behalf of each such direct or indirect partner.73(iv)Â Â Â Â any Foreign Lender shall, to the extent it is legally entitled to do so, deliver to the Borrower and the Administrative Agent (in such number of copies as shall be requested by the recipient) on or prior to the date on which such Foreign Lender becomes a Lender under this Agreement (and from time to time thereafter upon the reasonable request of the Borrower or the Administrative Agent), executed copies of any other form prescribed by applicable law as a basis for claiming exemption from, or a reduction in, U.S. Federal withholding Tax, duly completed, together with such supplementary documentation as may be prescribed by applicable law to permit the Borrower or the Administrative Agent to determine withholding or deduction required to be made. (v)Â Â Â Â If a payment made to a Lender under this Agreement or any other Loan Document would be subject to U.S. Federal withholding Tax imposed by FATCA if such Lender were to fail to comply with the applicable reporting requirements of FATCA (including those contained in Section 1471(b) or 1472(b) of the Code, as applicable), such Lender shall deliver to the Borrower and the Administrative Agent at the time or times prescribed by law and at such time or times reasonably requested by the Borrower or the Administrative Agent such documentation prescribed by applicable law (including as prescribed by Section 1471(b)(3)(C)(i) of the Code) and such other documentation reasonably requested by the Borrower or the Administrative Agent as may be necessary for the Administrative Agent and the Borrower to comply with their obligations under FATCA and to determine that such Lender has complied with such Lenderâ€™s obligations under FATCA or to determine the amount to deduct and withhold from such payment. Solely for purposes of this Section 2.16(e)(v), â€œFATCAâ€ shall include any amendments made to FATCA after the Closing Date.(vi)Â Â Â Â Each Lender agrees that if any form, certification or other documentation it previously delivered expires or becomes obsolete or inaccurate in any respect, it shall update such form or certification or promptly notify the Borrower and the Administrative Agent in writing of its legal inability to do so.(f)Â Â Â Â Each Lender shall severally indemnify the Administrative Agent, within 10 days after demand thereof, for (i) any Indemnified Taxes or Other Taxes attributable to such Lender (but only to the extent that any Loan Party has not already indemnified the Administrative Agent for such Indemnified Taxes or Other Taxes and without limiting the obligation of the Loan Parties to do so), (ii) any Taxes attributable to such Lenderâ€™s failure to comply with the provisions of Section 10.4(c) relating to the maintenance of a Participant Register and (iii) any Excluded Taxes attributable to such Lender, in each case that are payable or paid by the Administrative Agent in connection with this Agreement or any other Loan Document and any reasonable expenses arising therefrom or with respect thereto, whether or not such Taxes were correctly or legally imposed or asserted by the relevant Governmental Authority. A certificate as to the amount of such payment or liability delivered to any Lender by the Administrative Agent shall be conclusive absent manifest error. Each Lender hereby authorizes the Administrative Agent to set off and apply any and all amounts at any time owing to such Lender under this Agreement or any other Loan Document or otherwise payable by the 74Administrative Agent to such Lender from any other source against any amount due to the Administrative Agent under this paragraph. Each Lender hereby authorizes the Administrative Agent to deliver to the Borrower and to any successor Administrative Agent any documentation provided by the Lender to the Administrative Agent pursuant to this SectionÂ 2.16. (g)Â Â Â Â If any Lender or the Administrative Agent determines, in its sole discretion exercised in good faith, that it has received a refund of any Taxes as to which it has been indemnified pursuant to this Section 2.16 (including by the payment of additional amounts pursuant to this Section 2.16), it shall pay to the indemnifying party an amount equal to such refund (but only to the extent of indemnity payments made under this Section 2.16 with respect to the Taxes giving rise to such refund), net of all out-of-pocket expenses (including Taxes) of such indemnified party and without interest (other than any interest paid by the relevant Governmental Authority with respect to such refund); provided, however, that (w) any Lender or the Administrative Agent may determine, in its sole discretion exercised in good faith consistent with the policies of such Lender or the Administrative Agent, whether to seek a refund for any Taxes; (x) any Taxes that are imposed on a Lender or the Administrative Agent as a result of a disallowance or reduction of any Tax refund with respect to which such Lender or the Administrative Agent has made a payment to the indemnifying party pursuant to this Section shall be treated as an Indemnified Tax for which the indemnifying party is obligated to indemnify such Lender or the Administrative Agent pursuant to this Section without any exclusions or defenses; (y) nothing in this Section shall require the Lender or the Administrative Agent to disclose any confidential information to a Loan Party or any other Lender (including its tax returns); and (z) neither any Lender nor the Administrative Agent shall be required to pay any amounts pursuant to this Section (i) for so long as a Default or Event of Default exists or (ii) to the extent the payment of any such amounts would place the Lender or Administrative Agent in a less favorable net after-Tax position than the Lender or Administrative Agent would have been in if the Tax subject to indemnification and giving rise to such refund had not been deducted, withheld or otherwise imposed and the indemnification payments or additional amounts with respect to such Tax had never been paid.(h)Â Â Â Â For purposes of this Section 2.16, the term â€œLenderâ€ includes any Issuing Bank and the term â€œapplicable lawâ€ includes FATCA.(i)Â Â Â Â Each partyâ€™s obligations under this Section 2.16 shall survive the resignation or replacement of the

Administrative Agent or any assignment of rights by, or the replacement of, a Lender, the termination of the Commitments and the repayment, satisfaction or discharge of all obligations under this Agreement and the other Loan Documents.Section 2.17 Payments Generally; Pro Rata Treatment; Sharing of Set-offs. (a) The Borrower shall make each payment required to be made by it hereunder (whether of principal, interest, fees, reimbursements under Letters of Credit, or of amounts payable under Section 2.14, Section 2.15 or Section 2.16, or otherwise) prior to 12:00 noon, New York City time, on the date when due, in immediately available funds, without set off or counterclaim. Any amounts received after such time on any date may, in the discretion of the Administrative Agent, be deemed to have been received on the next succeeding Business Day for purposes of 75calculating interest thereon. All such payments shall be made to such account as may be specified by the Administrative Agent and except that payments pursuant to Section 2.14, Section 2.15, Section 2.16 and Section 10.3 shall be made directly to the Persons entitled thereto. The Administrative Agent shall distribute any such payments received by it for the account of any other Person to the appropriate recipient promptly following receipt thereof. If any payment or performance hereunder shall be due on a day that is not a Business Day, the date for payment or performance shall be extended to the next succeeding Business Day, and, in the case of any payment accruing interest, interest thereon shall be payable for the period of such extension. All payments hereunder shall be made in Dollars.(b)Â Â Â Â If at any time insufficient funds are received by and available to the Administrative Agent to pay fully all amounts of principal, unreimbursed drawings under Letters of Credit, interest and fees then due hereunder, such funds shall be applied (i) first, towards payment of interest and fees then due hereunder, ratably among the parties entitled thereto in accordance with the amounts of interest and fees then due to such parties, and (ii) second, towards payment of principal and unreimbursed drawings under Letters of Credit then due hereunder, ratably among the parties entitled thereto in accordance with the amounts of principal and unreimbursed drawings under Letters of Credit then due to such parties.(c)Â Â Â Â If any Lender shall, by exercising any right of set off or counterclaim or otherwise, obtain payment in respect of any principal of or interest on any of its Loans or participations in Swing Line Loans or drawings under Letters of Credit resulting in such Lender receiving payment of a greater proportion of the aggregate amount of its Loans and participations in Swing Line Loans or drawings under Letters of Credit and accrued interest thereon than the proportion received by any other Lender, then the Lender receiving such greater proportion shall purchase (for cash at face value) participations in the Loans and participations in Swing Line Loans or drawings under Letters of Credit of other Lenders to the extent necessary so that the benefit of all such payments shall be shared by the Lenders ratably in accordance with the aggregate amount of principal of and accrued interest on their respective Loans and participations in Swing Line Loans or drawings under Letters of Credit; provided that (i) if any such participations are purchased and all or any portion of the payment giving rise thereto is recovered, such participations shall be rescinded and the purchase price restored to the extent of such recovery, without interest, and (ii) the provisions of this paragraph shall not be construed to apply to any payment made by the Borrower pursuant to and in accordance with the express terms of this Agreement (for the avoidance of doubt, as in effect from time to time) (including the application of funds arising from the existence of a Defaulting Lender) or any payment obtained by a Lender as consideration for the assignment of or sale of a participation in any of its Loans or participations in Swing Line Loans or drawings under Letters of Credit to any assignee or participant, other than to the Borrower or any Subsidiary or Affiliate thereof (as to which the provisions of this paragraph shall apply). The Borrower consents to the foregoing and agrees, to the extent it may effectively do so under applicable law, that any Lender acquiring a participation pursuant to the foregoing arrangements may exercise against the Borrower rights of set-off and counterclaim with respect to such participation as fully as if such Lender were a direct creditor of the Borrower in the amount of such participation.76(d)Â Â Â Â Unless the Administrative Agent shall have received notice from the Borrower prior to the date on which any payment is due to the Administrative Agent for the account of the Lenders or Issuing Banks hereunder that the Borrower will not make such payment, the Administrative Agent may assume that the Borrower has made such payment on such date in accordance herewith and may, in reliance upon such assumption, distribute to the Lenders or Issuing Banks the amount due. In such event, if the Borrower has not in fact made such payment, then each of the Lenders or Issuing Banks severally agrees to repay to the Administrative Agent forthwith on demand the amount so distributed to such Lender or Issuing Bank with interest thereon, for each day from and including the date such amount is distributed to it to but excluding the date of payment to the Administrative Agent, at the greater of the Federal Funds Effective Rate and a rate determined by the Administrative Agent in accordance with banking industry rules on interbank compensation.(e)Â Â Â Â If any Lender shall fail to make any payment required to be made by it pursuant to Section 2.3, Section 2.4(d), Section 2.6(b) or paragraph (d) of this Section, then the Administrative Agent may, in its discretion (notwithstanding any contrary provision hereof), apply any amounts thereafter received by the Administrative Agent for the account of such Lender to satisfy such Lenderâ€™s obligations under such Sections until all such unsatisfied obligations are fully paid.Section 2.18 Mitigation Obligations; Replacement of Lenders. (a) If any Lender (which term shall include any Issuing Bank for purposes of this Section 2.18(a)) requests compensation under Section 2.14, or if the Borrower is required to pay any Indemnified Taxes, Other Taxes or additional amounts to any Lender or any Governmental Authority for the account of any Lender pursuant to Section 2.16, then such Lender shall use reasonable efforts to designate a different lending office for funding or booking its Loans hereunder or to assign its rights and obligations hereunder to another of its offices, branches or affiliates, if, in the judgment of such Lender, such designation or assignment (i) would eliminate or reduce amounts payable pursuant to Section 2.14 or SectionÂ 2.16, as the case may be, in the future and (ii) would not subject such Lender to any unreimbursed cost or expense and would not otherwise be disadvantageous to such Lender. The Borrower hereby agrees to pay all reasonable costs and expenses incurred by any Lender in connection with any such designation or assignment.(b)Â Â Â Â If (i) any Lender (which term shall include any Issuing Bank for purposes of this Section 2.18(b)) requests compensation under Section 2.14, (ii) the Borrower is required to pay any Indemnified Taxes, Other Taxes or additional amounts to any Lender or any Governmental Authority for the account of any Lender pursuant to Section 2.16, (iii) any Lender is a Defaulting Lender or a Non-Consenting Lender or (iv) any Lender is a Declining Lender under SectionÂ 2.20, then the Borrower may, at its sole expense and effort, upon notice to such Lender and the Administrative Agent, require such Lender to assign and delegate, without recourse (in accordance with and subject to the restrictions contained in Section 10.4), all its interests, rights and obligations under this Agreement and the other Loan Documents to an assignee that shall assume such obligations (which assignee may be another Lender, if a Lender accepts such assignment); provided that (i) the Borrower shall have received the prior written consent of the Administrative Agent, which consent shall not unreasonably be withheld, (ii) 77such Lender shall have received payment of an amount equal to the outstanding principal of its Loans, accrued interest thereon, accrued fees and all other amounts payable to it hereunder and under the other Loan Documents, from the assignee (to the extent of such outstanding principal and accrued interest and fees) or the Borrower (in the case of all other amounts), (iii) in the case of any such assignment resulting from a claim for compensation under Section 2.14 or payments required to be made pursuant to Section 2.16, such assignment will result in a reduction in such compensation or payments, (iv) such assignment does not conflict with applicable law and (v) in the case of any assignment resulting from a Lender becoming a Non-Consenting Lender, (x) the applicable assignee shall have consented to, or shall consent to, the applicable amendment, waiver or consent and (y) the Borrower exercises its rights pursuant to this clause (b) with respect to all Non-Consenting Lenders relating to the applicable amendment, waiver or consent. A Lender shall not be required to make any such assignment or delegation if, prior thereto, as a result of a waiver or consent by such Lender or otherwise, the circumstances entitling the Borrower to require such assignment and delegation have ceased to apply.(c)Â Â Â Â Each party hereto agrees that an assignment and delegation required pursuant to this paragraph may be effected pursuant to an Assignment and Assumption executed by the Borrower, the Administrative Agent and the assignee and that the Lender required to make such assignment and delegation need not be a party thereto. Section 2.19 Increase in the Aggregate Commitments. (a) The Borrower may, from time to time, by notice to the Administrative Agent, request that the aggregate amount of the Commitments be increased by a minimum amount equal to $10,000,000 or an integral multiple of $5,000,000 in excess thereof (each, a â€œCommitment Increaseâ€), to be effective as of a date (the â€œIncrease Dateâ€) as specified in the related notice to the Administrative Agent; provided, however, that no Default or Event of Default shall have occurred and be continuing as of the date of such request or as of the applicable Increase Date, or shall occur as a result thereof and, provided, further, that at no time shall the total aggregate Commitment Increase hereunder exceed $150,000,000.(b)Â Â Â Â The Administrative Agent shall promptly notify the Lenders of a request by the Borrower for a Commitment Increase, which notice shall include (i) the proposed amount of such requested Commitment Increase, (ii) the proposed Increase Date and (iii) the date by which Lenders wishing to participate in the Commitment Increase must commit to an increase in the amount of their respective Commitments (the â€œCommitment Dateâ€). Each Lender that is willing to participate in such requested Commitment Increase (each an â€œIncreasing Lenderâ€) shall give written notice to the Administrative Agent on or prior to the Commitment Date of the amount by which it is willing to increase its Commitment. If the Lenders notify the Administrative Agent that they are willing to increase the amount of their respective Commitments by an aggregate amount that exceeds the amount of the requested Commitment Increase, the requested Commitment Increase shall be allocated among the Lenders willing to participate therein in such amounts as are agreed between the Borrower and the Administrative Agent. The failure of any Lender to respond shall be deemed to be a refusal of such Lender to increase its Commitment.78(c)Â Â Â Â Promptly following each Commitment Date, the Administrative Agent shall notify the Borrower as to the amount, if any, by which the Lenders are willing to participate in the requested Commitment Increase. If the aggregate amount by which the Lenders are willing to participate in any requested Commitment Increase on any such Commitment Date is less than the requested Commitment Increase, then the Borrower may extend offers to one or more Persons (but not to the Borrower or an Affiliate thereof or any natural person) reasonably acceptable to the Administrative Agent (each, an â€œEligible Assigneeâ€) to participate in any portion of the requested Commitment Increase that has not been committed to by the Lenders as of the applicable Commitment Date; provided, however, that, unless otherwise agreed by the Borrower and the Administrative Agent, the Commitment of each such Eligible Assignee shall be in an amount of $5,000,000 or an integral multiple of $1,000,000 in excess thereof.(d)Â Â Â Â On each Increase Date, each Eligible Assignee that accepts an offer to participate in a requested Commitment Increase in accordance with Section 2.19(c) (each such Eligible Assignee, an â€œAssuming Lenderâ€) shall become a Lender party to this Agreement as of such Increase Date and the Commitment of each Increasing Lender for such requested Commitment Increase shall be so increased by such amount (or by the amount allocated to such Lender pursuant to the third to last sentence of Section 2.19(b)) as of such Increase Date; provided, however, that the Administrative Agent shall have received on or before such Increase Date the following, each dated such date:(i)Â Â Â Â (A) a certificate of the Borrower signed by an authorized officer of the Borrower (1) certifying and attaching the resolutions adopted by the board of directors or other applicable governing body of the Borrower approving the Commitment Increase and the corresponding modifications to this Agreement, and (2) certifying that, before and after giving effect to such increase, (x) the representations and warranties contained in Article III and the other Loan Documents are true and correct in all material respects (other than to the extent qualified by materiality or â€œMaterial Adverse Effectâ€, in which case, such representations and warranties shall be true and correct in all respects) on and as of the Increase Date, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they are true and correct in such manner as of such earlier date, and except that for purposes of this Section, the representations and warranties contained in Section 3.4(a) shall be deemed to refer, following the first delivery thereof, to the most recent statements furnished pursuant to Section 5.1, and (y) no Default or Event of Default exists and, if requested by the Administrative Agent, (B) an opinion of counsel for the Borrower in form and substance reasonably satisfactory to the Administrative Agent (but in any event substantially similar to the opinion(s) of counsel delivered to the Administrative Agent on the Closing Date) in respect of matters relating to the Commitment Increase;(ii)Â Â Â Â a joinder agreement from each Assuming Lender, if any, in form and substance reasonably satisfactory to such Assuming Lender, the Borrower and the Administrative Agent, duly executed by such Assuming Lender, the Administrative Agent and the Borrower; and79(iii)Â Â Â Â confirmation from each Increasing Lender of the increase in the amount of its Commitment in a writing satisfactory to the Borrower and the Administrative Agent.(e)Â Â Â Â On each Increase Date, upon fulfillment of the conditions set forth in Section 2.19(d), in the event any Loans are then outstanding, each relevant Increasing Lender and Assuming Lender shall make available to the Administrative Agent such amounts in immediately available funds as the Administrative Agent shall determine, for the benefit of the other Lenders, as being required in order to cause, after giving effect to the applicable Commitment Increase and the application of such amounts to make payments to such other Lenders, the Loans to be held ratably by all Lenders as of such date in accordance with their respective Applicable Percentages (after giving effect to the Commitment Increase).(f)Â Â Â Â This Section shall supersede any provisions in Section 2.17 or Section 10.2 to the contrary. Notwithstanding Section 10.2, the Borrower, the Administrative Agent, the Increasing Lenders and the Assuming Lenders may enter into an amendment to this Agreement to effect such modifications as may be necessary to reflect the terms of any Commitment Increase that has become effective in accordance with this Section 2.19.Section 2.20 Extension of Maturity Date. (a) The Borrower may, by delivery of a Maturity Date Extension Request to the Administrative Agent (which shall promptly deliver a copy thereof to each of the Lenders and the Issuing Banks) not less than 30 days prior to the then existing maturity date for Commitments hereunder (the â€œExisting Maturity Dateâ€), request that the Lenders and the Issuing Banks extend the Existing Maturity Date in accordance with this Section; provided that the Borrower may not make more than two Maturity Date Extension Requests during the term of this Agreement. Each Maturity Date Extension Request shall (i) specify the date to which the Maturity Date is sought to be extended; provided that such date is no more than one calendar year from the then scheduled Maturity Date, (ii) specify the changes, if any, to the Applicable Rate to be applied in determining the interest payable on Loans of, and fees payable hereunder to, Consenting Lenders (as defined below) in respect of that portion of their Commitments (and related Loans) extended to such new Maturity Date and the time as of which such changes will become effective (which may be prior to the Existing Maturity Date), and (iii) specify any other amendments or modifications to this Agreement to be effected in connection with such Maturity Date Extension Request, provided that no such changes or modifications requiring approvals pursuant to Section 10.2(b) shall become effective prior to the then existing Maturity Date unless such other approvals have been obtained. For the avoidance of doubt, such extension may include a â€œspringingâ€ maturity concept substantially similar to that included in this Agreement as of the Closing Date. In the event a Maturity Date Extension Request shall have been delivered by the Borrower, each Lender shall have the right to agree or not agree to the extension of the Existing Maturity Date and other matters contemplated thereby on the terms and subject to the conditions set forth therein (each Lender agreeing to the Maturity Date Extension Request being referred to herein as a â€œConsenting Lenderâ€ and each Lender not agreeing thereto being referred to herein as a â€œDeclining Lenderâ€), which right may be exercised by written notice thereof, specifying the maximum amount of its Commitment and, if such Lender (or a designated Affiliate of such Lender) is then serving as an Issuing Bank, its (or its designated Affiliateâ€™s) Issuing Bank Sublimit, with respect to which such Lender agrees to the 80extension of the Maturity Date, delivered to the Borrower (with a copy to the Administrative Agent) not later than a day to be agreed upon by the Borrower and the Administrative Agent following the date on which the Maturity Date Extension Request shall have been delivered by the Borrower (it being understood (x) that any Lender that shall have failed to exercise such right as set forth above shall be deemed to be a Declining Lender and (y) that, in the case of any Lender then serving (or whose designated Affiliate is then serving) as an Issuing Bank, (I)Â the Issuing Bank Sublimit of such Lender (or such designated Affiliate) shall not be extended in connection with an extension of such Lenderâ€™s Commitments unless so specified by such Lender (or such designated Affiliate), in its capacity as Issuing Bank, in such written notice to the Borrower and (II) for purposes of Section 2.4(a), the â€œMaturity Dateâ€ applicable to Letters of Credit of an Issuing Bank that has not extended its Issuing Bank Sublimit will be the Maturity Date in respect of such Letter of Credit Sublimit that has not been extended). If a Lender elects to extend only a portion of its then existing Commitment, it will be deemed for purposes hereof to be a Consenting Lender in respect of such extended portion and a Declining Lender in respect of the remaining portion of its Commitment. If Consenting Lenders shall have agreed to such Maturity Date Extension Request in respect of Commitments held by them, then, subject to paragraph (d) of this Section, on the date specified in the Maturity Date Extension Request as the effective date thereof (the â€œExtension Effective Dateâ€), (i) the Existing Maturity Date of the applicable Commitments shall, as to the Consenting Lenders, be extended to such date as shall be specified therein, (ii) the terms and conditions of the Commitments of the Consenting Lenders (including interest and fees payable in respect thereof), shall be modified as set forth in the Maturity Date Extension Request, (iii) such other modifications and amendments hereto specified in the Maturity Date Extension Request shall (subject to any required approvals (including those of the Required Lenders) having been obtained, except that any such other modifications and amendments that do not take effect until the Existing Maturity Date shall not require the consent of any Lender other than the Consenting Lenders) become effective and (iv) in the case of any Consenting Lender then serving (or whose designated Affiliate is then serving) as an Issuing Bank that shall not have agreed to extend the Existing Maturity Date with respect to its Issuing Bank Sublimit, or shall have agreed to extend the Existing Maturity Date with respect to less than the entire amount of its Issuing Bank Sublimit, such Issuing Bank shall not have the obligation to issue, amend, extend or increase Letters of Credit following the Extension Effective Date, if after giving effect to any such issuance, amendment, extension or increase, the Letter of Credit Usage attributable to Letters of Credit issued by such Issuing Bank that have a stated expiration date after the date that is five days prior to the

Existing Maturity Date with respect to the non-extended portion of its Issuing Bank Sublimit would exceed the extended portion (if any) of such Issuing Bank Sublimit.
(b)Â Â Â Â Notwithstanding the foregoing, the Borrower shall have the right, in accordance with the provisions of Sections 2.18 and 10.4, at any time prior to the Existing Maturity Date, to replace a Declining Lender (for the avoidance of doubt, only in respect of that portion of such Lenderâ€™s Commitments subject to a Maturity Date Extension Request that it has not agreed to extend) with a Lender or other financial institution that will agree to such Maturity Date Extension Request, and any such replacement Lender shall for all purposes constitute a Consenting Lender in respect of the Commitment assigned to and assumed by it on and after the effective time of such replacement.81(c)Â Â Â Â If a Maturity Date Extension Request has become effective hereunder, on the Existing Maturity Date, the Commitment of each Declining Lender shall, to the extent not assumed, assigned or transferred as provided in paragraph (b) of this Section, terminate, and the Borrower shall repay all the Loans of each Declining Lender, to the extent such Loans shall not have been so purchased, assigned and transferred, in each case together with accrued and unpaid interest and all fees and other amounts owing to such Declining Lender hereunder (accordingly, the Commitment of any Consenting Lender shall, to the extent the amount of such Commitment exceeds the amount set forth in the notice delivered by such Lender pursuant to paragraph (a) of this Section and to the extent not assumed, assigned or transferred as provided in paragraph (b) of this Section, be permanently reduced by the amount of such excess, and, to the extent not assumed, assigned or transferred as provided in paragraph (b) of this Section, the Borrower shall prepay the proportionate part of the outstanding Loans of such Consenting Lender, in each case together with accrued and unpaid interest thereon to but excluding the Existing Maturity Date and all fees and other amounts payable in respect thereof on or prior to the Existing Maturity Date), it being understood that such repayments may be funded with the proceeds of new Borrowings made simultaneously with such repayments by the Consenting Lenders, which such Borrowings shall be made ratably by the Consenting Lenders in accordance with their extended Commitments.(d)Â Â Â Â Notwithstanding the foregoing, no Maturity Date Extension Request shall become effective hereunder unless, on the Extension Effective Date, the conditions set forth in Section 4.2 shall be satisfied (with all references in such Section to a Borrowing being deemed to be references to such Maturity Date Extension Request) and the Administrative Agent shall have received a certificate to that effect dated such date and executed by a Financial Officer.(e)Â Â Â Â Notwithstanding any provision of this Agreement to the contrary, it is hereby agreed that no extension of an Existing Maturity Date in accordance with the express terms of this Section, or any amendment or modification of the terms and conditions of the Commitments and Loans of the Consenting Lenders effected pursuant thereto, shall be deemed to (i) violate the last sentence of Section 2.8(c) or Section 2.17(c) or any other provision of this Agreement requiring the ratable reduction of Commitments or the ratable sharing of payments or (ii) require the consent of all Lenders or all affected Lenders under Section 10.2(b).
(f)Â Â Â Â The Borrower, the Administrative Agent and the Consenting Lenders may enter into an amendment to this Agreement to effect such modifications as may be necessary to reflect the terms of any Maturity Date Extension Request that has become effective in accordance with the provisions of this Section.Section 2.21 Defaulting Lenders. (a) Notwithstanding anything to the contrary contained in this Agreement, if any Lender becomes a Defaulting Lender, then, until such time as such Lender is no longer a Defaulting Lender, to the extent permitted by applicable law:(i)Â Â Â Â such Defaulting Lenderâ€™s right to approve or disapprove any amendment, waiver or consent with respect to this Agreement shall be restricted as set forth in the definition of Required Lenders and in Section 10.2;82(ii)Â Â Â Â if any Swing Line Exposure or Letter of Credit Usage exists at the time such Lender becomes a Defaulting Lender then:(A)Â Â Â Â all or any part of the Swing Line Exposure and Letter of Credit Usage of such Defaulting Lender shall be reallocated among the Non-Defaulting Lenders in accordance with their respective Applicable Percentages but only to the extent that (x) the sum of all Non-Defaulting Lendersâ€™ Revolving Exposures plus such Defaulting Lenderâ€™s Swing Line Exposure and Letter of Credit Usage does not exceed the total of all Non-Defaulting Lendersâ€™ Commitments, (y) the sum of any Non-Defaulting Lenderâ€™s Revolving Exposure plus its Pro Rata Share of such Defaulting Lenderâ€™s Swing Line Exposure and Letter of Credit Usage does not exceed such Non-Defaulting Lenderâ€™s Commitment and (z) the conditions set forth in Section 4.2 are satisfied at such time;(B)Â Â Â Â if the reallocation described in clause (A) above cannot, or can only partially, be effected, the Borrower shall within one Business Day following notice by the Administrative Agent (x) first, prepay such Swing Line Exposure and (y) second, cash collateralize for the benefit of the applicable Issuing Banks only the Borrowerâ€™s obligations corresponding to such Defaulting Lenderâ€™s Letter of Credit Usage (after giving effect to any partial reallocation pursuant to clause (A) above) in accordance with the procedures set forth in Section 2.4(j) for so long as such Letter of Credit Usage is outstanding;(C)Â Â Â Â if the Borrower cash collateralizes any portion of such Defaulting Lenderâ€™s Letter of Credit Usage pursuant to clause (B) above, the Borrower shall not be required to pay any fees to such Defaulting Lender pursuant to Section 2.11(c) with respect to such Defaulting Lenderâ€™s Letter of Credit Usage during the period such Defaulting Lenderâ€™s Letter of Credit Usage is cash collateralized;(D)Â Â Â Â if the Letter of Credit Usage of the Non-Defaulting Lenders is reallocated pursuant to clause (A) above, then the fees payable to the Lenders pursuant to Section 2.11(a) and Section 2.11(c) shall be adjusted in accordance with such Non-Defaulting Lendersâ€™ Applicable Percentages; and(E)Â Â Â Â if all or any portion of such Defaulting Lenderâ€™s Letter of Credit Usage is neither reallocated nor cash collateralized pursuant to clause (A) or (B) above, then, without prejudice to any rights or remedies of any Issuing Bank or any other Lender hereunder, all letter of credit fees payable under Section 2.11(c) with respect to such Defaulting Lenderâ€™s Letter of Credit Usage shall be payable to the Issuing Banks (and allocated among them ratably based on the amount of such Defaulting Lenderâ€™s Letter of Credit Usage attributable to Letter of Credits issued by each Issuing Bank) until and to the extent that such Letter of Credit Usage is reallocated and/or cash collateralized in accordance with the procedures set forth in Section 2.4(j);(iii)Â Â Â Â so long as such Lender is a Defaulting Lender, the Swing Line Lender shall not be required to fund any Swing Line Loan and no Issuing Bank shall be required to issue, amend, extend or increase any Letter of Credit, unless it is satisfied that the 83related exposure and the Defaulting Lenderâ€™s then outstanding Swing Line Exposure or Letter of Credit Usage will be 100% covered by the Commitments of the Non-Defaulting Lenders and/or cash collateral will be provided by Borrower in accordance with Section 2.21(a)(ii), and participating interests in any newly made Swing Line Loan or any newly issued, amended, extended or increased Letter of Credit shall be allocated among Non-Defaulting Lenders in a manner consistent with Section 2.21(a)(ii)(A) (and such Defaulting Lender shall not participate therein);(iv)Â Â Â Â any payment of principal, interest, fees or other amounts received by the Administrative Agent for the account of such Defaulting Lender (whether voluntary or mandatory, at maturity, pursuant to Article VIII or otherwise) or received by the Administrative Agent from a Defaulting Lender pursuant to Section 10.8 shall be applied at such time or times as may be determined by the Administrative Agent as follows: first, to the payment of any amounts owing by such Defaulting Lender to the Administrative Agent hereunder; second, to the payment on a pro rata basis of any amounts owing by such Defaulting Lender to each Issuing Bank or the Swing Line Lender hereunder; third, to cash collateralize each Issuing Bankâ€™s Letter of Credit Usage with respect to such Defaulting Lender in accordance with Section 2.4(j); fourth, as the Borrower may request (so long as no Default or Event of Default exists), to the funding of any Loan in respect of which such Defaulting Lender has failed to fund its portion thereof as required by this Agreement, as determined by the Administrative Agent; fifth, if so determined by the Administrative Agent and the Borrower, to be held in a non-interest bearing deposit account and released pro rata in order to (x) satisfy such Defaulting Lenderâ€™s potential future funding obligations with respect to Loans under this Agreement and (y) cash collateralize each Issuing Bankâ€™s future Letter of Credit Usage with respect to such Defaulting Lender with respect to future Letters of Credit issued under this Agreement, in accordance with Section 2.4(j); sixth, to the payment of any amounts owing to the Lenders, the Issuing Banks or Swing Line Lender as a result of any judgment of a court of competent jurisdiction obtained by any Lender, any Issuing Bank or Swing Line Lender against such Defaulting Lender as a result of such Defaulting Lenderâ€™s breach of its obligations under this Agreement; seventh, so long as no Default or Event of Default exists, to the payment of any amounts owing to the Borrower as a result of any judgment of a court of competent jurisdiction obtained by the Borrower against such Defaulting Lender as a result of such Defaulting Lenderâ€™s breach of its obligations under this Agreement; and eighth, to such Defaulting Lender or as otherwise directed by a court of competent jurisdiction; provided that if (x) such payment is a payment of the principal amount of any Loans or Letters of Credit disbursements in respect of which such Defaulting Lender has not fully funded its appropriate share, and (y) such Loans or Letters of Credit were made when the conditions set forth in Section 4.2 were satisfied or waived, such payment shall be applied solely to pay the Loans of or Letters of Credit disbursements owed to all Non-Defaulting Lenders on a pro rata basis prior to being applied to the payment of any Loans of such Defaulting Lender until such time as all Loans and funded and unfunded participations in Letters of Credit and Swing Line Loans are held by the Lenders pro rata in accordance with the Commitments (without giving effect to Section 2.21(a)(ii)(A)). Any payments, prepayments or other amounts paid or 84payable to a Defaulting Lender that are applied (or held) to pay amounts owed by a Defaulting Lender or to post cash collateral pursuant to this Section shall be deemed paid to and redirected by such Defaulting Lender, and each Lender irrevocably consents hereto; and(v)Â Â Â Â No Defaulting Lender shall be entitled to receive any commitment fee pursuant to Section 2.11 for any period during which that Lender is a Defaulting Lender (and the Borrower shall not be required to pay any such fee that otherwise would have been required to have been paid to that Defaulting Lender).(b)Â Â Â Â If (i) any Lender becomes a Defaulting Lender or (ii) the Swing Line Lender or any Issuing Bank has a good faith belief that any Lender will become a Defaulting Lender, the Swing Line Lender shall not be required to fund any Swing Line Loan and such Issuing Bank shall not be required to issue, amend, extend or increase any Letter of Credit, unless the Swing Line Lender or such Issuing Bank, as the case may be, shall have entered into arrangements with the Borrower or such Lender, reasonably satisfactory to the Swing Line Lender or such Issuing Bank, as the case may be, to defease any risk to it in respect of such Lender hereunder.(c)Â Â Â Â If the Borrower, Swing Line Lender, each Issuing Bank and the Administrative Agent each agree in writing that a Lender is no longer a Defaulting Lender, the Administrative Agent will so notify the parties hereto, whereupon as of the effective date specified in such notice and subject to any conditions set forth therein, that Lender will, to the extent applicable, purchase at par that portion of outstanding Loans of the other Lenders (other than Swing Line Loans) or take such other actions as the Administrative Agent may determine to be necessary to cause the Loans to be held on a pro rata basis by the Lenders in accordance with their respective Applicable Percentages, whereupon such Lender will cease to be a Defaulting Lender; provided that no adjustments will be made retroactively with respect to fees accrued or payments made by or on behalf of the Borrower while that Lender was a Defaulting Lender; and provided, further, that except to the extent otherwise expressly agreed by the affected parties, no change hereunder from Defaulting Lender to Lender will constitute a waiver or release of any claim of any party hereunder arising from that Lenderâ€™s having been a Defaulting Lender.ARTICLE IIIREPRESENTATIONS AND WARRANTIESEach Loan Party represents and warrants to the Lenders and the Issuing Banks that:Section 3.1 Organization; Powers. Each of the Borrower and its Subsidiaries (a)Â is duly organized, validly existing and (to the extent the concept is applicable in such jurisdiction) in good standing under the laws of the jurisdiction of its organization, (b) has all requisite power and authority to carry on its business as now conducted and, (c) is qualified to do business in, and is in good standing in, every jurisdiction where such qualification is required, 85except, in the case of clauses (b) and (c) above, where the failure to do so, individually or in the aggregate, has not resulted in and could not reasonably be expected to result in a Material Adverse Effect.Section 3.2 Authorization; Enforceability. The Transactions are within each Loan Partyâ€™s corporate or other organizational powers and have been duly authorized by all necessary corporate or other organizational and, if required, equity holder action. Each Loan Party has duly executed and delivered each of the Loan Documents to which it is party, and each of such Loan Documents constitutes its legal, valid and binding obligations, enforceable in accordance with its terms, subject to applicable bankruptcy, insolvency, reorganization, moratorium or other laws affecting creditorsâ€™ rights generally and subject to general principles of equity, regardless of whether considered in a proceeding in equity or at law.Section 3.3 Governmental Approvals; No Conflicts. The Transactions (a) do not require any consent or approval of, registration or filing with, or any other action by, any Governmental Authority, except (i) such as have been obtained or made and are in full force and effect, (ii) those approvals, consents, registrations, filings or other actions, the failure of which to obtain or make has not had and could not reasonably be expected to have a Material Adverse Effect and (iii) filings or other actions necessary to perfect Liens created under the SecurityÂ Documents, (b) except as has not had and could not reasonably be expected to have a Material Adverse Effect, will not violate any applicable law or regulation or any order of any Governmental Authority, (c)Â will not violate any charter, by-laws or other organizational document of the Borrower or any of its Subsidiaries, (d) except, in each case, as has not had and could not reasonably be expected to have a Material Adverse Effect, will not violate or result in a default under any indenture, agreement or other instrument (other than the agreements and instruments referred to in clause (c)) binding upon the Borrower or any of its Subsidiaries or its assets, or give rise to a right thereunder to require any payment to be made by the Borrower or any of its Subsidiaries, and (e) will not result in the creation or imposition of any Lien on any asset of the Borrower or any of its Subsidiaries (other than the Liens created pursuant to the Collateral Documents).Section 3.4 Financial Condition; No Material Adverse Change. (a) The Borrower has heretofore furnished to the Administrative Agent its consolidated balance sheet and statements of operations, comprehensive loss, stockholdersâ€™ equity and cash flows as of and for the fiscal years ended December 31, 2023, December 31, 2022, and December 31, 2021, reported on by KPMG LLP, independent public accountants. Other than as set forth on Schedule 3.4 to the Disclosure Letter, such financial statements present fairly, in all material respects, the financial position and results of operations and cash flows of the Borrower and its consolidated Subsidiaries as of such dates and for such periods in accordance with GAAP.(b)Â Â Â Â Since December 31, 2023, no event, development or circumstance exists or has occurred that has had or would reasonably be expected to have a material adverse effect on the business, property, financial condition or results of operations of the Borrower and its Subsidiaries, taken as a whole.86Section 3.5 Properties. (a) Each of the Borrower and its Subsidiaries has good title to, or valid leasehold interests in or rights to use, all its real and personal property material to its business, except for minor defects in title that do not interfere with its ability to conduct its business as currently conducted or to utilize such properties for their intended purposes and except as would not, individually or in the aggregate, result in and or reasonably be expected to result in a Material Adverse Effect. Except as permitted by this Agreement, all such properties and assets are free and clear of Liens, other than (i) Permitted Encumbrances, (ii) Liens arising by operation of law, (iii) Liens permitted by Section 6.2 and (iv) minor defects in title that do not materially interfere with the ability of the Borrower and its Subsidiaries to conduct their businesses and that have not had and would not reasonably be expected to result in a Material Adverse Effect.(b)Â Â Â Â As of the Closing Date, Schedule 3.5 to the Disclosure Letter contains a true, accurate and complete list of all Material Real Estate Assets of the Loan Parties.(c)Â Â Â Â Each of the Borrower and its Subsidiaries owns, or is licensed to use, all Intellectual Property material to, used in and necessary to its business as currently conducted, and the use thereof by the Borrower and its Subsidiaries does not infringe upon the rights of any other Person, except for any such infringements that, individually or in the aggregate, have not resulted and would not reasonably be expected to result in a Material Adverse Effect.Section 3.6 Litigation and Environmental Matters. (a) There are no actions, suits or proceedings by or before any arbitrator or Governmental Authority pending against or, to the knowledge of the Borrower, threatened in writing against or affecting the Borrower or any of its Subsidiaries (i) that have resulted or would reasonably be expected, individually or in the aggregate, to result in a Material Adverse Effect (other than the Disclosed Matters) or (ii) that involve this Agreement, any other Loan Document or the Transactions. Neither the Borrower nor any of its Subsidiaries is subject to or in default with respect to any final judgments, writs, injunctions, decrees, rules or regulations of any court or any federal, state, municipal or other governmental department, commission, board, bureau, agency or instrumentality, domestic or foreign, that, individually or in the aggregate, have resulted or would reasonably be expected to result in a Material Adverse Effect.(b)Â Â Â Â Except for the Disclosed Matters and except with respect to any other matters that, individually or in the aggregate, have not resulted and could not reasonably be expected to result in a Material Adverse Effect, neither the Borrower nor any of its Subsidiaries (i) has failed to comply with any Environmental Law or to obtain, maintain or comply with any permit, license or other approval required under any Environmental Law, (ii) has become subject to any Environmental Liability, or (iii) has received written notice of any claim with respect to any Environmental Liability.
(c)Â Â Â Â Since the Closing Date, there has been no change in the status of the Disclosed Matters that, individually or in the aggregate, has resulted in or would reasonably be expected to result in a Material Adverse Effect.87Section 3.7 Compliance with Laws and Agreements; No Default. (a)Â Â Â Â Each of the Borrower and its Subsidiaries is in compliance with all laws, rules, regulations and orders of any Governmental Authority applicable to it or its property and all indentures, agreements and other instruments binding upon it or its property, except where the failure to do so, individually or in the aggregate, have not resulted and would not reasonably be expected to result in a Material Adverse Effect. (b)Â Â Â Â No Default has occurred and is continuing.Section 3.8 Investment Company Status. None of the Borrower or any Subsidiary is or is required to be registered as an â€œinvestment companyâ€ under the Investment Company Act of 1940.Section 3.9 Taxes. Except as has not resulted and would not reasonably be expected to result in a Material Adverse Effect, (i) each of the Borrower and its Subsidiaries has timely filed or caused to be filed all Tax returns and reports required to have been filed with respect to income, properties or operations of the Borrower and its Subsidiaries, (ii) such returns accurately reflect all liability for Taxes of the Borrower and its Subsidiaries as a whole for the periods covered thereby and (iii) each of the Borrower and each of its Subsidiaries has paid or caused to be paid all Taxes required to have been paid by it, except Taxes that are being contested in good faith by appropriate proceedings and, to the extent required by GAAP, for which the

Borrower or such Subsidiary, as applicable, has set aside on its books adequate reserves in accordance with GAAP.Section 3.10 ERISA. (a) Each Plan is in compliance in form and operation with its terms and with ERISA and the Code (including the Code provisions compliance with which is necessary for any intended favorable tax treatment) and all other applicable laws and regulations, except where any failure to comply could not reasonably be expected to result in a Material Adverse Effect. Each Plan (and each related trust, if any) which is intended to be qualified under Section 401(a) of the Code has received a favorable determination letter from the IRS to the effect that it meets the requirements of Sections 401(a) and 501(a) of the Code or is comprised of a master or prototype plan that has received a favorable opinion letter from the IRS, and, nothing has occurred since the date of such determination that would adversely affect such determination (or, in the case of a Plan with no determination, nothing has occurred that would materially adversely affect the issuance of a favorable determination letter or otherwise materially adversely affect such qualification). No ERISA Event has occurred, or is reasonably expected to occur, other than as could not, individually or in the aggregate, reasonably be expected to result in a Material Adverse Effect.(b)Â Â Â Â There exists no material Unfunded Pension Liability with respect to any Plan, except as could not reasonably be expected to result in a Material Adverse Effect.(c)Â Â Â Â None of the Borrower, any Subsidiary or any ERISA Affiliate is making or accruing an obligation to make contributions, or has within any of the five calendar years 88immediately preceding the date this assurance is given or deemed given, made or accrued an obligation to make contributions to any Multiemployer Plan.(d)Â Â Â Â There are no actions, suits or claims pending against or involving a Plan (other than routine claims for benefits) or, to the knowledge of the Borrower, any Subsidiary or any ERISA Affiliate, threatened, which have resulted in or would reasonably be expected either singly or in the aggregate to result in a Material Adverse Effect.(e)Â Â Â Â The Borrower, each Subsidiary and each ERISA Affiliate have made all contributions to or under each Plan and Multiemployer Plan required by law within the applicable time limits prescribed thereby, the terms of such Plan or Multiemployer Plan, respectively, or any contract or agreement requiring contributions to a Plan or Multiemployer Plan save where any failure to comply, individually or in the aggregate, has not resulted and could not reasonably be expected to result in a Material Adverse Effect.(f)Â Â Â Â No Plan which is subject to Section 412 of the Code or Section 302 of ERISA has applied for or received an extension of any amortization period, within the meaning of Section 412 of the Code or Section 302 or 304 of ERISA. None of the Borrower, any Subsidiary or any ERISA Affiliate have ceased operations at a facility so as to become subject to the provisions of Section 4062(e) of ERISA, withdrawn as a substantial employer so as to become subject to the provisions of Section 4063 of ERISA or ceased making contributions to any Plan subject to Section 4064(a) of ERISA to which it made contributions. None of the Borrower, any Subsidiary or any ERISA Affiliate have incurred or reasonably expect to incur any liability to PBGC except as has not resulted in and could not reasonably be expected to result in a Material Adverse Effect, and no Lien imposed under the Code or ERISA on the assets of the Borrower, any Subsidiary or any ERISA Affiliate exists or, to the knowledge of the Borrower, is likely to arise on account of any Plan. None of the Borrower, any Subsidiary or any ERISA Affiliate has engaged in a transaction that could be subject to Section 4069 or 4212(c) of ERISA.(g)Â Â Â Â Each Non-U.S. Plan has been maintained in compliance with its terms and with the requirements of any and all applicable laws, statutes, rules, regulations and orders and has been maintained, where required, in good standing with applicable regulatory authorities, except as has not resulted in and could not reasonably be expected to result in a Material Adverse Effect. All contributions required to be made with respect to a Non-U.S. Plan have been timely made, except as has not resulted in and could not reasonably be expected to result in a Material Adverse Effect. Neither the Borrower nor any of its Subsidiaries has incurred any material obligation in connection with the termination of, or withdrawal from, any Non-U.S. Plan. The present value of the accrued benefit liabilities (whether or not vested) under each Non-U.S. Plan, determined as of the end of the Borrowerâ€™s most recently ended fiscal year on the basis of actuarial assumptions, each of which is reasonable, did not exceed the current value of the assets of such Non-U.S. Plan allocable to such benefit liabilities, except as would not reasonably be expected to result in a Material Adverse Effect.Section 3.11 Disclosure. The reports, financial statements, certificates and other written factual information furnished by or on behalf of the Borrower to the Administrative 89Agent or any Lender in connection with the Transactions or the negotiation of this Agreement or delivered hereunder or under any Loan Document (as modified or supplemented by other information so furnished and when taken as a whole), when furnished, does not contain any material misstatement of fact or omit to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not materially misleading; provided that, with respect to any projected financial information, the Borrower represents only that such information was prepared in good faith based upon assumptions believed to be reasonable at the time furnished (it being understood that such projected financial information is subject to significant uncertainties and contingencies, any of which are beyond the Borrowerâ€™s control, that no assurance can be given that any particular projections will be realized, and that actual results during the period or periods covered by any such projected financial information may differ significantly from the projected results and such differences may be material). Section 3.12 Subsidiaries. Schedule 3.12 to the Disclosure Letter sets forth as of the Closing Date a list of all Subsidiaries and the percentage ownership (directly or indirectly) of the Borrower therein. Except as has not resulted and could not, individually or in the aggregate, reasonably be expected to result in a Material Adverse Effect, the shares of capital stock or other ownership interests of all Subsidiaries of the Borrower are fully paid and non-assessable and are owned by the Borrower (other than minority interests held by other Persons that do not violate any provision of this Agreement), directly or indirectly, free and clear of all Liens other than Liens permitted under Section 6.2.Section 3.13 Anti-Terrorism Laws; USA Patriot Act. To the extent applicable, the Borrower and each Subsidiary is in compliance, in all material respects, with (i) the Trading with the Enemy Act, as amended, and each of the foreign assets control regulations of the United States Treasury Department (31 C.F.R., Subtitle B, Chapter V, as amended) and any other enabling legislation or executive order relating thereto, and (ii) the USA Patriot Act.Section 3.14 Anti-Corruption Laws and Sanctions; Anti-Money Laundering Laws. (a) The Borrower has implemented and maintains in effect policies and procedures designed to promote compliance by the Borrower and its Subsidiaries and its and their respective directors, officers, employees and agents with Anti-Corruption Laws and applicable Sanctions, and the Borrower, its Subsidiaries and, to the knowledge of the Borrower, its and their respective directors, officers, employees, and their respective affiliates and agents acting at their direction, are in compliance with Anti-Corruption Laws and applicable Sanctions in all material respects. None of (i) the Borrower, any Subsidiary, nor to the knowledge of the Borrower, any of the directors, officers, or employees of the Borrower or its Subsidiaries, or (ii) to the knowledge of the Borrower, any of its or their respective affiliates or agents that will act in any capacity in connection with or benefit from the credit facility established hereby, is a Sanctioned Person. The Transactions will not violate Anti-Corruption Laws or applicable Sanctions.(b)Â Â Â Â No part of the proceeds of the Loans or any Letters of Credit will be used, directly or indirectly, for any payments to any officer or employee of a Governmental Authority, or any Person controlled by a Governmental Authority, political party, official of a political party, candidate for political office, or anyone else acting in an official capacity, in 90order to obtain, retain or direct business or obtain any improper advantage, in violation of the United States Foreign Corrupt Practices Act of 1977, as amended.(c)Â Â Â Â To the extent applicable, each Loan Party is in compliance, in all material respects, with anti-money laundering laws.Section 3.15 Margin Stock. (a) None of the Borrower or any of its Subsidiaries is engaged principally, or as one of its important activities, in the business of buying or carrying or extending credit for the purpose of buying or carrying Margin Stock.(b)Â Â Â Â No part of the proceeds of any Loan will be used, whether directly or indirectly, and whether immediately, incidentally or ultimately, for any purpose that entails a violation of the provisions of the Regulations of the Board, including Regulation T, U or X.Section 3.16 Solvency. As of the Closing Date, the Borrower and its Subsidiaries, taken as whole, after giving effect to the incurrence of all Indebtedness and obligations being incurred in connection herewith on the Closing Date will be, Solvent. Section 3.17 Immaterial Subsidiaries. As of the Closing Date, the Domestic Subsidiaries set forth on Schedule 3.17 to the Disclosure Letter are not Material Domestic Subsidiaries.Section 3.18 Collateral Documents. The Security Agreement and each other Collateral Document is effective to create in favor of the Collateral Agent, for the benefit of the Secured Parties, a valid security interest in the Collateral described therein and proceeds thereof (to the extent a security interest can be created therein under the Uniform Commercial Code). In the case of the Pledged Collateral described in the Security Agreement, when stock or interest certificates representing such Pledged Collateral (along with properly completed stock or interest powers endorsing the Pledged Collateral) and executed by the owner of such shares or interests are delivered to the Collateral Agent), and in the case of the other Collateral described in the Security Agreement or any other Collateral Document, when financing statements and other filings specified on Schedule 3.18 to the Disclosure Letter in appropriate form are filed in the offices specified on Schedule 3.18 to the Disclosure Letter, the Collateral Agent, for the benefit of the Secured Parties, shall have a fully perfected Lien on, and security interest in, all right, title and interest of the Loan Parties in such Collateral and the proceeds thereof (to the extent a security interest can be perfected therein under the Uniform Commercial Code by the taking of such action or the making of such filing), as security for the Obligations, in each case prior and superior in right to any other Person.Section 3.19 Affected Financial Institution. No Loan Party is an Affected Financial Institution.Section 3.20 FinCEN. As of the Closing Date, the information included in the Beneficial Ownership Certification, if applicable, is true and correct in all respects.91ARTICLE IVCONDITIONSSection 4.1 Conditions of Initial Credit Extension. The obligations of the Lenders to make Loans and of the Issuing Banks to issue Letters of Credit hereunder, in each case, on the Closing Date, shall not become effective until each of the following conditions is satisfied (or waived in accordance with Section 10.2):(a)Â Â Â Â Revolving Credit and Guaranty Agreement and Other Loan Documents. The Administrative Agent (or its counsel) shall have received (i) from each party hereto either (A) a counterpart of this Agreement signed on behalf of such party or (B) written evidence satisfactory to the Administrative Agent (which may include fax or other electronic transmission of a signed signature page of this Agreement) that such party has signed a counterpart of this Agreement and (ii) duly executed copies of any other Loan Documents to be entered into as of the Closing Date and such other certificates, documents, instruments and agreements as the Administrative Agent shall reasonably request in connection with the transactions contemplated by this Agreement and the other Loan Documents, including any Notes requested by a Lender pursuant to Section 2.9(e) payable to the order of each such requesting Lender and a written opinion of the Loan Partiesâ€™ counsel, addressed to the Administrative Agent, the Issuing Banks and the Lenders and in form and substance reasonably satisfactory to the Administrative Agent.(b)Â Â Â Â Financial Statements. The Lenders shall have received unaudited consolidated financial statements of the Borrower and its Subsidiaries for the fiscal quarter ended March 31, 2024.(c)Â Â Â Â Closing Certificates. The Administrative Agent shall have received (i) a certificate of each Loan Party, dated the Closing Date and executed by its Responsible Officer, which shall (A) certify the resolutions of its board of directors, members or other body authorizing the execution, delivery and performance of the Loan Documents to which it is a party, (B) identify by name and title and bear the signatures of the Responsible Officers, Financial Officers and any other officers of such Loan Party authorized to sign the Loan Documents to which it is a party, and (C) contain appropriate attachments, including the certificate or articles of incorporation or organization of each Loan Party certified by the relevant authority of the jurisdiction of organization of such Loan Party and a true and correct copy of its by-laws or operating, management or partnership agreement, and (ii) a long form good standing certificate for each Loan Party from its jurisdiction of organization. (d)Â Â Â Â No Default and Representations and Warranties Certificate. The Administrative Agent shall have received a certificate, signed by a Responsible Officer of the Borrower on the Closing Date (i) stating that no Default has occurred and is continuing and (ii) stating that the representations and warranties contained in Article III are true and correct in all material respects as of such date except that any representation and warranty that is qualified as to â€œmaterialityâ€ or â€œMaterial Adverse Effectâ€ shall be true and correct in all respects.92(e)Â Â Â Â Fees and Expenses. The Lenders, the Arrangers and the Administrative Agent shall have received (i) all fees required to be paid on the Closing Date pursuant to the Engagement Letter and (ii) all other fees required to be paid on the Closing Date, and all expenses (including the reasonable fees and expenses of outside legal counsel required to be reimbursed by Borrower hereunder) for which invoices have been presented no later than three (3) Business Days prior to the Closing Date (or a shorter period as agreed to by the Borrower). (f)Â Â Â Â Lien Searches. The Administrative Agent shall have received the results of a recent customary lien search, and such search shall reveal no liens on any of the assets of the Loan Parties except for Liens permitted by Section 6.2 or discharged on or prior to the Closing Date pursuant to a pay-off letter or other documentation reasonably satisfactory to the Administrative Agent.(g)Â Â Â Â Pledged Stock; Stock Powers; Pledged Notes. The Administrative Agent shall have received (i) to the extent certificated, the certificates representing the shares of Equity Interests pledged pursuant to the Security Agreement, together with an undated stock power for each such certificate executed in blank by a duly authorized officer of the pledgor thereof and (ii) to the extent required to be delivered pursuant to the Security Agreement, each promissory note (if any) pledged to the Administrative Agent pursuant to the Security Agreement endorsed (without recourse) in blank (or accompanied by an executed transfer form in blank) by the pledgor thereof. (h)Â Â Â Â Filings, Registrations and Recordings. Each document (including any Uniform Commercial Code financing statement)Â required by the Collateral Documents or under law or reasonably requested by the Administrative Agent to be filed, registered or recorded in order to create in favor of the Administrative Agent, for the benefit of the Secured Parties, a perfected Lien on the Collateral described therein (but only to the extent required therein), prior and superior in right to any other Person (other than with respect to Liens expressly permitted by Section 6.2), shall be in proper form for filing, registration or recordation.(i)Â Â Â Â Solvency. The Administrative Agent shall have received a solvency certificate from a Financial Officer substantially in the form attached hereto as Exhibit I.(j)Â Â Â Â Tax Withholding. The Administrative Agent shall have received a properly completed and signed IRS Form W-8 or W-9, as applicable, for each Loan Party.(k)Â Â Â Â USA PATRIOT Act, Etc. (i)Â Â Â Â At least three (3) Business Days prior to the Closing Date, the Borrower and each of the other Loan Parties shall have provided to the Administrative Agent or the Lenders the documentation and other information theretofore requested in writing by the Administrative Agent or the Lenders at least ten (10) Business Days prior to the Closing Date that is required by regulatory authorities under applicable â€œknow your customerâ€ and anti-money-laundering rules and regulations, including the USA Patriot Act.93(ii)Â Â Â Â At least five (5) days prior to the Effective Date, if the Borrower qualifies as a â€œlegal entity customerâ€ under the Beneficial Ownership Regulation, the Borrower shall deliver a Beneficial Ownership Certification to each Lender who requests the same.For purposes of determining compliance with the conditions specified in this Section 4.1, each Lender that has signed this Agreement shall be deemed to have consented to, approved or accepted or to be satisfied with, each document or other matter required thereunder to be consented to or approved by or acceptable or satisfactory to a Lender unless the Administrative Agent shall have received notice from such Lender prior to the proposed Closing Date specifying its objection thereto.Section 4.2 Each Credit Extension. The obligation of each Lender to make a Loan on the occasion of any Borrowing (other than a Borrowing consisting solely of a conversion of Loans of one Type to another Type or a continuation of a SOFR Loan following the expiration of the applicable Interest Period), the obligation of each Issuing Bank to issue any Letter of Credit, or amend or extend the expiration date, or increase the face amount of any Letter of Credit, and the effectiveness of any Commitment Increase pursuant to Section 2.19 or any extension of the Maturity Date pursuant to Section 2.20 (each of the foregoing, a â€œCredit Extensionâ€), is subject to the satisfaction of the following conditions:(a)Â Â Â Â To the extent applicable, the Administrative Agent shall have received a fully executed Borrowing Request or the Administrative Agent and the applicable Issuing Bank shall have received fully executed Issuance Notice and Application, as the case may be;(b)Â Â Â Â The representations and warranties of the Borrower set forth in this Agreement and the other Loan Documents shall be true and correct in all material respects (other than to the extent qualified by materiality or â€œMaterial Adverse Effectâ€, in which case, such representations and warranties shall be true and correct in all respects) on and as of the date of such Credit Extension, except that (i) for purposes of this Section, the representations and warranties contained in Section 3.4(a) shall be deemed to refer, following the first delivery thereof, to the most recent statements furnished pursuant to clauses (a) and (b), respectively, of Section 5.1 and (ii) to the extent that such representations and warranties specifically refer to an earlier date, they shall be true and correct in such manner as of such earlier date; and(c)Â Â Â Â At the time of and immediately after giving effect to such Credit Extension, no Default or Event of Default shall have occurred and be continuing.Each Credit Extension shall be deemed to constitute a representation and warranty by the Borrower as to the matters specified in paragraphs (b) and (c) of this Section.ARTICLE VAFFIRMATIVE COVENANTSUntil the Commitments have expired or been terminated and the principal of and interest on each Loan and all fees payable hereunder shall have been paid in full and all Letters 94of Credit have been cancelled or expired or cash collateralized on terms satisfactory to the applicable Issuing Banks, each Loan Party covenants and agrees with the Lenders that:Section 5.1 Financial Statements; Other Information; Quarterly Conference Calls. The Borrower will furnish to the Administrative Agent (for distribution to each Lender):(a)Â Â Â Â within 90 days after the end of such fiscal year of the Borrower, its audited consolidated balance sheet and related statements of operations, stockholdersâ€™ equity and cash flows as of the end of and for such year, setting forth in each case in comparative form the figures for the previous fiscal year, all reported on by independent public accountants of recognized national standing (without a â€œgoing concernâ€ or like qualification or exception (other than a qualification related to the maturity of the Commitments and the Loans at the Maturity Date or any other Indebtedness maturing within one year from the time such opinion is delivered) and without any qualification or exception as to the scope of such audit) to the effect that such consolidated financial statements present fairly in all material respects the financial condition and results of operations of the Borrower and its consolidated Subsidiaries on a consolidated basis in accordance with GAAP consistently applied;(b)Â Â Â Â within 45 days after the end of each of the first three fiscal quarters of each fiscal year of the

Borrower, its consolidated balance sheet and related statements of operations, stockholdersâ€™ equity and cash flows as of the end of and for such fiscal quarter and the then elapsed portion of the fiscal year, setting forth in each case in comparative form the figures for the corresponding period or periods of (or, in the case of the balance sheet, as of the end of) the previous fiscal year, all certified by one of its Financial Officers as presenting fairly in all material respects the financial condition and results of operations of the Borrower and its consolidated Subsidiaries on a consolidated basis in accordance with GAAP consistently applied, subject to normal year-end audit adjustments and the absence of footnotes;(c)Â Â Â Â concurrently with any delivery of financial statements under clause (a) or (b) above, a certificate of a Financial Officer of the Borrower in substantially the form of Exhibit F attached hereto (i) certifying as to whether a Default or Event of Default has occurred and is continuing as of the date thereof and, if a Default or Event of Default has occurred and is continuing as of the date thereof, specifying the details thereof and any action taken or proposed to be taken with respect thereto, (ii) setting forth reasonably detailed calculations demonstrating compliance with Sections 6.10(a) and (b), and (iii) if and to the extent that any change in GAAP that has occurred since the date of the audited financial statements referred to in Section 3.4 had an impact on such financial statements, specifying the effect of such change on the financial statements accompanying such certificate;(d)Â Â Â Â promptly after the same become publicly available, copies of all periodic and other reports, proxy statements and other materials filed by the Borrower or any Subsidiary with the SEC, or any Governmental Authority succeeding to any or all of the functions of the SEC, or with any national securities exchange, as the case may be, in each case that is not otherwise required to be delivered to the Administrative Agent pursuant hereto; provided that such information shall be deemed to have been delivered on the date on which such information 95has been posted on the Borrowerâ€™s website on the Internet at https://cloudflare.net/home/default.aspx (or any successor page) or at https://www.sec.gov;(e)Â Â Â Â promptly following any request in writing (including any electronic message) therefor, such other information regarding the operations, business affairs and financial condition of the Borrower or any Subsidiary, or compliance with the terms of this Agreement or any other Loan Document, as the Administrative Agent or any Lender (through the Administrative Agent) may reasonably request; and(f)Â Â Â Â the Borrower will furnish to the Collateral Agent any information regarding Collateral required pursuant to the Collateral Documents.The Borrower will participate in a telephonic meeting with the Administrative Agent and the Lenders, such meeting to be held, if and to the extent requested by the Administrative Agent, at such time (but not more often than once per fiscal year) during normal business hours as may reasonably be agreed to by the Borrower and the Administrative Agent, during which the Borrower shall, among other things, convey to the Administrative Agent and the Lenders (a) an analysis of key business trends with respect to the Borrower as of the end of and for the then most recently ended fiscal quarter and the then elapsed portion of the applicable fiscal year and (b) guidance (which shall be prepared on the basis of assumptions believed by the Borrower to be reasonable) with respect to such key business trends for such fiscal year.Information required to be delivered pursuant to Section 5.1(a) or Section 5.1(b) may be delivered electronically and if so delivered, shall be deemed to have been delivered on the date (i) on which the Borrower posts such information, or provides a link thereto on the Borrowerâ€™s website on the Internet at https://cloudflare.net/home/default.aspx (or any successor page) or at https://www.sec.gov; or (ii) on which such information is posted on the Borrowerâ€™s behalf on an Internet or intranet website, if any, to which the Lenders and the Administrative Agent have been granted access (whether a commercial, third-party website or whether sponsored by the Administrative Agent). The Administrative Agent shall have no obligation to request the delivery or to maintain copies of the documents referred to herein, and in any event shall have no responsibility to monitor compliance by the Borrower with any such request for delivery, and each Lender shall be solely responsible for requesting delivery to it or maintaining its copies of such documents.Section 5.2 Notices of Material Events. The Borrower will furnish to the Administrative Agent (for distribution to each Lender), promptly upon the knowledge of any Responsible Officer, written notice of the following:(a)Â Â Â Â the occurrence of any Default;(b)Â Â Â Â the filing or commencement of any action, suit or proceeding by or before any arbitrator or Governmental Authority against or affecting the Borrower or any Subsidiary thereof that would reasonably be expected to result in a Material Adverse Effect;96(c)Â Â Â Â the occurrence of any ERISA Event that, alone or together with any other ERISA Events that have occurred, would reasonably be expected to result in a Material Adverse Effect;(d)Â Â Â Â any change in the information provided in the Beneficial Ownership Certification delivered by the Borrower pursuant to SectionÂ 4.1(k)(ii), if applicable, that would result in a change to the list of beneficial owners identified in such certification; and(e)Â Â Â Â any other development that becomes known to any Responsible Officer of the Borrower or any of its Subsidiaries that results in, or would reasonably be expected to result in, a Material Adverse Effect.Each notice delivered under this Section shall be accompanied by a statement of a Responsible Officer or other executive officer of the Borrower setting forth the details of the event or development requiring such notice and any action taken or proposed to be taken with respect thereto.Section 5.3 Existence; Conduct of Business. The Borrower will, and will cause each of its Subsidiaries to, do or cause to be done all things necessary to preserve, renew and keep in full force and effect its legal existence and the rights, licenses, permits, privileges and franchises material to the conduct of its business; provided that (i) the foregoing shall not prohibit any merger, consolidation, liquidation, dissolution, or other transaction permitted under Section 6.3 and (ii)Â none of the Borrower or any of its Subsidiaries shall be required to preserve, renew or keep in full force and effect its rights, licenses, permits, privileges or franchises where failure to do so would not reasonably be expected to result in a Material Adverse Effect.Section 5.4 Payment of Taxes. The Borrower will, and will cause each of its Subsidiaries to, pay all Tax liabilities, including all Taxes imposed upon it or upon its income or profits or upon any properties belonging to it that, if not paid, would reasonably be expected to result in a Material Adverse Effect, before the same shall become delinquent or in default, and all lawful claims other than Tax liabilities which, if unpaid, would become a Lien upon any properties of the Borrower or any of its Subsidiaries not otherwise permitted under Section 6.2, in both cases except where (a)Â the validity or amount thereof is being contested in good faith by appropriate proceedings and (b)Â to the extent required by GAAP, the Borrower or such Subsidiary has set aside on its books adequate reserves with respect thereto in accordance with GAAP.Section 5.5 Maintenance of Properties; Insurance. (a)Â Â Â Â The Borrower will, and will cause each of its Subsidiaries to, (i) keep and maintain all property used in the conduct of its business in good working order and condition, ordinary wear and tear and casualty events excepted, except to the extent that failure to do so could not reasonably be expected to have a Material Adverse Effect, and (ii) maintain insurance with financially sound and reputable insurance companies or through self-insurance in such amounts and against such risks as are customarily maintained by companies engaged in the same or similar businesses operating in the same or similar locations.97(b)Â Â Â Â The Borrower will furnish to the Administrative Agent and the Lenders prompt written notice of any casualty or other insured damage to any material portion of the Collateral or the commencement of any action or proceeding for the taking of any material portion of the Collateral or interest therein under power of eminent domain or by condemnation or similar proceeding.Section 5.6 Books and Records; Inspection Rights. The Borrower will, and will cause each of its Subsidiaries to, keep proper books of record and account in which entries full, true and correct in all material respects are made and are sufficient to prepare financial statements in accordance with GAAP (other than as set forth in Schedule 3.4 to the Disclosure Letter). The Borrower will, and will cause each of its Subsidiaries to, permit any representatives designated by the Administrative Agent or any Lender (pursuant to the request made through the Administrative Agent), upon reasonable prior notice, to visit and inspect its properties, to examine and make extracts from its books and records, and to discuss its affairs, finances and condition with its officers and independent accountants (provided that the Borrower or such Subsidiary shall be afforded the opportunity to participate in any discussions with such independent accountants), all at such reasonable times and as often as reasonably requested (but no more than once annually if no Event of Default exists). The Loan Parties acknowledge that the Administrative Agent, after exercising its rights of inspection, may prepare and distribute to the Lenders certain reports pertaining to the Loan Partiesâ€™ assets for internal use by the Administrative Agent and the Lenders. Notwithstanding anything to the contrary in this Section 5.6, none of the Borrower or any of its Subsidiaries shall be required to disclose, permit the inspection, examination or making copies or abstracts of, or discussion of, any document, information or other matter that (i) constitutes non-financial trade secrets or non-financial proprietary information, (ii) in respect of which disclosure to the Administrative Agent or any Lender (or their respective representatives) is prohibited by applicable law or (iii) is subject to attorney, client or similar privilege or constitutes attorney work-product.Section 5.7 ERISA-Related Information. The Borrower shall supply to the Administrative Agent (in sufficient copies for all the Lenders, if the Administrative Agent so requests): (a) promptly and in any event within 15 days after the Borrower, any Subsidiary or any ERISA Affiliate files a Schedule B (or such other schedule as contains actuarial information) to IRS Form 5500 in respect of a Plan with Unfunded Pension Liabilities, a copy of such IRS Form 5500 (including the Schedule B); (b) promptly and in any event within 30 days after the Borrower, any Subsidiary or any ERISA Affiliate knows or has reason to know that any ERISA Event has occurred, a certificate of a Financial Officer of the Borrower describing such ERISA Event and the action, if any, proposed to be taken with respect to such ERISA Event and a copy of any notice filed with the PBGC or the IRS pertaining to such ERISA Event and any notices received by such Borrower, Subsidiary, or ERISA Affiliate from the PBGC or any other governmental agency with respect thereto; provided that, in the case of ERISA Events under paragraph (d) of the definition thereof, the 30-day period set forth above shall be a 10-day period, and, in the case of ERISA Events under paragraph (b) of the definition thereof, in no event shall notice be given later than the occurrence of the ERISA Event; (c) promptly, and in any event within 30 days, after becoming aware that there has been (i) a material increase in Unfunded Pension Liabilities (taking into account only Pension Plans with positive Unfunded 98Pension Liabilities) since the date the representations hereunder are given or deemed given, or from any prior notice, as applicable; (ii) the existence of potential withdrawal liability under Section 4201 of ERISA, if the Borrower, any Subsidiary and the ERISA Affiliates were to withdraw completely from any and all Multiemployer Plans, (iii) the adoption of, or the commencement of contributions to, any Plan subject to Title IV of ERISA or Section 412 of the Code or Section 302 of ERISA by the Borrower, any Subsidiary or any ERISA Affiliate, or (iv) the adoption of any amendment to a Plan subject to Title IV of ERISA or Section 412 of the Code or Section 302 of ERISA which results in a material increase in contribution obligations of the Borrower, any Subsidiary or any ERISA Affiliate, a detailed written description thereof from a Financial Officer of the Borrower; and (d) as soon as practicable, and in any event within 10 days, if, at any time after the Closing Date, the Borrower, any Subsidiary or any ERISA Affiliate maintains, or contributes to (or incurs an obligation to contribute to), a Pension Plan or Multiemployer Plan to which the Borrower, and Subsidiary or any ERISA Affiliate did not maintain or contribute to prior to the Closing Date, a written description evidencing that each such plan or Multiemployer Plan is in compliance in form and operation with its terms and with ERISA and the Code.Section 5.8 Compliance with Laws and Agreements. The Borrower will, and will cause each of its Subsidiaries to, comply with all laws, rules, regulations and orders of any Governmental Authority applicable to it or its property and all indentures, agreements and other instruments binding upon it or its property, except where the failure to do so, individually or in the aggregate, would not reasonably be expected to result in a Material Adverse Effect. The Borrower will maintain in effect and enforce policies and procedures designed to promote compliance by the Borrower, its Subsidiaries and its and their respective directors, officers, employees and agents with Anti-Corruption Laws and applicable Sanctions.Section 5.9 Use of Proceeds. The proceeds of the Loans will be used only for working capital and general corporate purposes, including for stock repurchases under stock repurchase programs approved by the Borrower and for Acquisitions. The Letters of Credit and the proceeds thereof will be used only for working capital and general corporate purposes. No part of the proceeds of any Loan or Letter of Credit will be used, whether directly or indirectly, for any purpose that entails a violation of any of the Regulations of the Board, including Regulations T, U and X. The Borrower will not request any Credit Extension, and the Borrower shall not use, and shall procure that its Subsidiaries and its or their respective directors, officers, employees and agents shall not use, the proceeds of any Credit Extension, (i) in furtherance of an offer, payment, promise to pay, or authorization of the payment or giving of money, or anything else of value, to any Person in violation of any Anti-Corruption Laws, (ii) for the purpose of funding, financing or facilitating any activities, business or transaction of or with any Sanctioned Person, or in any Sanctioned Country, to the extent such activities, business or transaction would be prohibited by Sanctions, or (iii) in any manner that would result in the violation of any Sanctions applicable to any party hereto.99Section 5.10 Additional Guarantors. Subject to Section 10.17,(a)Â Â Â Â in the event that any Person becomes a Material Domestic Subsidiary, the Borrower shall, not later than 30 days thereafter (or such longer period of time as the Collateral Agent may agree in its sole discretion), (A) cause such Material Domestic Subsidiary to become (x) a Guarantor hereunder by executing and delivering to the Administrative Agent a Counterpart Agreement and (y) a Grantor under the Security Agreement by executing and delivering to the Collateral Agent the joinder agreement required thereunder, and (B) take all such actions and execute and deliver, or cause to be executed and delivered, all such documents, instruments, agreements, and certificates reasonably requested by the Collateral Agent or required by the Collateral Documents in connection therewith; and(b)Â Â Â Â with respect to each Material Domestic Subsidiary referred to in clause (a) above, the Borrower shall promptly after delivering the financial statements pursuant to Sections 5.1(a) or (b), as the case may be, send to the Administrative Agent written notice setting forth (i) the date on which such Person became a Material Domestic Subsidiary and (ii) all of the data required to be set forth in Schedule 3.12 to the Disclosure Letter with respect to such Material Domestic Subsidiary; and such written notice shall be deemed to supplement Schedule 3.12 to the Disclosure Letter for all purposes hereof. If requested by the Administrative Agent, the Administrative Agent shall receive an opinion of counsel for the Borrower in form and substance reasonably satisfactory to the Administrative Agent in respect of such customary matters as may be reasonably requested by the Administrative Agent relating to any Counterpart Agreement or joinder agreement delivered pursuant to this Section 5.10, dated as of the date of such agreement.Section 5.11 Further Assurances. (a)Â Â Â Â Subject to Section 10.17, each Loan Party shall take such actions as the Administrative Agent or the Collateral Agent may reasonably request from time to time to ensure that the Obligations are (i) guaranteed by the Guarantors and (ii) are secured by the Collateral.(b)Â Â Â Â As promptly as practicable, and in any event within the time periods after the Closing Date specified in Schedule 5.11(b) to the Disclosure Letter (or such later date as the Administrative Agent may reasonably agree in writing), the Borrower shall deliver, or cause to be delivered, the documents, or take the actions, specified on Schedule 5.11(b) to the Disclosure Letter.ARTICLE VINEGATIVE COVENANTSUntil the Commitments have expired or terminated and the principal of and interest on each Loan and all fees payable hereunder have been paid in full and all Letters of Credit have been cancelled or expired or cash collateralized on terms satisfactory to the applicable Issuing Banks, each Loan Party covenants and agrees with the Lenders that:100Section 6.1 Indebtedness. No Loan Party shall, nor shall it permit any of its Subsidiaries to, create, incur or assume, or otherwise become or remain directly or indirectly liable with respect to, any Indebtedness, except:(a)Â Â Â Â the Obligations;(b)Â Â Â Â Indebtedness of the Borrower or its Subsidiaries with respect to Capital Lease Obligations, sale-lease back transactions and purchase money Indebtedness in an aggregate outstanding principal amount not to exceed, as of the date such Indebtedness is incurred, the greater of $50,000,000 and 12.5% of Consolidated Adjusted EBITDA as of the last day of the most recently ended four fiscal quarter period for which financial statements have been or are required to be delivered pursuant to Section 5.1(a) or (b); provided that any such Indebtedness shall be secured only by the asset (including all accessions, attachments, improvements and the proceeds thereof) acquired, constructed or improved in connection with the incurrence of such Indebtedness;(c)Â Â Â Â Indebtedness of Subsidiaries that are not Loan Parties; provided, that (i) the aggregate outstanding principal amount of such Indebtedness shall not exceed $25,000,000 (or the equivalent thereof), (ii) such Indebtedness is not guaranteed by any Domestic Subsidiary that is not a Guarantor, (iii) both immediately prior and after giving effect to the incurrence of such Indebtedness, no Default or Event of Default shall exist or result there from;(d)Â Â Â Â Indebtedness of any Subsidiary to the Borrower or to any other Subsidiary, or of the Borrower to any Subsidiary; provided that (i) all such Indebtedness owing by a Loan Party to any Subsidiary that is not a Guarantor shall be unsecured and subordinated in right of payment to the payment in full of the Obligations on subordination terms described in the intercompany note substantially in the form of Exhibit K hereto or on substantially identical subordination terms or other subordination terms reasonably satisfactory to the Administrative Agent and (ii) any such Indebtedness of any Subsidiary that is not a Guarantor owing to any Loan Party shall be subject to the limitations set forth in Section 6.7(d);(e)Â Â Â Â Indebtedness which may be deemed to exist pursuant to any Guarantees, performance, statutory or similar obligations (including in connection with workersâ€™ compensation) or obligations in respect of letters of credit, surety bonds, bank guarantees or similar instruments related thereto incurred in the ordinary course of business, or pursuant to any appeal obligation, appeal bond or letter of credit in respect of judgments that do not constitute an Event of Default under paragraph (k) of Article VIII;(f)Â Â Â Â Indebtedness in connection with cash management agreements, netting services, overdraft protections and otherwise similarly in connection with deposit accounts and Indebtedness in connection with credit card, debit card or other similar cards;(g)Â Â Â Â Guarantees by the Borrower of Indebtedness of a Subsidiary or Guarantees by a Subsidiary of Indebtedness of the Borrower or another Subsidiary with respect, in each case, to Indebtedness otherwise permitted to be incurred pursuant to this Section 6.1; provided that (i) if the Indebtedness that is being guaranteed is unsecured and/or subordinated to 101the Obligations, the Guarantee shall also be unsecured and/or subordinated to the Obligations and (ii) in the case of Guarantees by a Loan Party of the obligations of a Subsidiary that is not a Guarantor, such Guarantees shall be permitted by Section 6.7(d);(h)Â Â Â Â Indebtedness existing on the Closing Date and described in Schedule 6.1 to the Disclosure Letter;(i)Â Â Â Â Swap Agreements entered into in order to effectively cap, collar or exchange interest rates (from floating to fixed rates, from one floating rate to another floating rate or otherwise) with respect to any interest-bearing liability or investment of the Borrower or

any Subsidiary, or to hedge currency exposure or to hedge energy costs or exposure, which, in any case, are not entered into for speculative purposes; (j)Â Â Â Â other Indebtedness in an amount not to exceed an unlimited aggregate amount so long as the Borrower is in compliance with a Total Net Leverage Ratio that is 0.75 to 1.00 less than the maximum Total Net Leverage Ratio applicable under Section 6.10(a) at the time such Indebtedness is incurred (to be calculated after giving pro forma effect to the incurrence of such Indebtedness and the use of proceeds thereof (but, for the avoidance of doubt, without netting any cash proceeds thereof), as of the last day of the most recently ended four fiscal quarter period for which financial statements have been or are required to be delivered pursuant to Section 5.1(a) or (b)); provided that (A) such Indebtedness is unsecured, (B) such Indebtedness matures after, and does not require any scheduled amortization or other scheduled payments of principal (other than nominal amortization not to exceed 1% per annum of the original outstanding principal amount of such Indebtedness) prior to, the date that is 91 days after the latest Maturity Date then in effect, (C) such Indebtedness is not guaranteed by any Subsidiary that is not a Guarantor; (D) both immediately prior and after giving effect to the incurrence of such Indebtedness, no Default or Event of Default shall exist or result therefrom; (k)Â Â Â Â letters of credit (other than Letters of Credit hereunder), bank guarantees, bankersâ€™ acceptances and other similar instruments that are issued to secure obligations under leases, or are otherwise issued in the ordinary course of business;(l)Â Â Â Â the 2026 Convertible Notes and any refinancing, exchange or replacement thereof, provided that (x) the final maturity of such refinancing, exchange or replacement of the 2026 Convertible Notes shall be no earlier than the maturity date of the 2026 Convertible Notes as in effect on the Closing Date and (y) the principal amount of such refinancing, exchange or replacement of the 2026 Convertible Notes shall not exceed the principal amount of the 2026 Convertible Notes being refinanced, exchanged or replaced (other than by the amount of any premium on the 2026 Convertible Notes paid in connection with such refinancing, exchange or replacement); (m)Â Â Â Â other Indebtedness in an aggregate outstanding principal amount not to exceed (as of the date such Indebtedness is incurred) the greater of (x) $50,000,000 and (y) 12.5% of Consolidated Adjusted EBITDA as of the last day of the most recently ended four fiscal quarter period for which financial statements have been or are required to be delivered pursuant to Section 5.1(a) or (b)); 102(n)Â Â Â Â Indebtedness of a Person or Indebtedness attaching to assets of a Person that, in either case, becomes a Subsidiary or Indebtedness attaching to assets that are acquired by Borrower or any of its Subsidiaries, in each case, as the result of any Acquisition or other Investment; provided, that (i) such Indebtedness existed at the time such Person became a Subsidiary or at the time such assets were acquired and, in each case, was not created in anticipation thereof and (ii) the aggregate outstanding principal amount of such Indebtedness permitted to be incurred shall not exceed $25,000,000; and(o)Â Â Â Â Indebtedness which represents any extension, refinancing, renewal or replacement of any of the Indebtedness described in clauses (b), (h), (j), (l) or (m) hereof; provided, that, (i) the aggregate principal amount of such Indebtedness does not exceed the principal amount of such Indebtedness being refinanced plus the amount of any interest, premiums or penalties required to be paid plus fees and expenses associated therewith, (ii) any Liens securing such Indebtedness are not extended to any additional property of the Borrower or any Subsidiary (or if no Liens secure such Indebtedness being extended, refinanced, renewed or replaced, no Liens secure such Indebtedness), (iii) no Loan Party that is not originally obligated (or required to become obligated) with respect to repayment of such Indebtedness is required to become obligated with respect thereto, (iv) such extension, refinancing or renewal does not result in a shortening of the average weighted maturity of the Indebtedness so extended, refinanced, renewed or replaced, (v) the terms of any such extension, refinancing, or renewal (other than pricing, premiums and optional prepayment or optional redemption provisions) are not materially less favorable to the obligor thereunder than the original terms of such Indebtedness, taken as a whole, as determined in good faith by the Borrower, and (vi) if the Indebtedness that is extended, refinanced, renewed, or replaced was subordinated in right of payment to the Obligations, then the terms and conditions of the extension, refinancing, renewal, or replacement Indebtedness must include subordination terms and conditions, taken as a whole, that are at least as favorable to the Administrative Agent and the Lenders as those that were applicable to the extended, refinanced, renewed, or replaced Indebtedness.Section 6.2 Liens. The Borrower will not, and will not permit any Subsidiary to, create, incur, assume or permit to exist any Lien on any property or asset now owned or hereafter acquired by it except:(a)Â Â Â Â Permitted Encumbrances;(b)Â Â Â Â any Lien on any property or asset of the Borrower or any Subsidiary existing on the Closing Date and, to the extent securing obligations exceeding $5,000,000 in aggregate principal amount, set forth in Schedule 6.2 to the Disclosure Letter and any modifications, renewals and extensions thereof and any Lien granted as a replacement or substitute therefor; provided that (i) such Lien shall not apply to any other property or asset of the Borrower or any Subsidiary other than improvements thereon or proceeds thereof and (ii) such Lien shall secure only those obligations which it secures on the Closing Date and any refinancing, extension, renewal or replacement thereof that does not increase the outstanding principal amount thereof except by an amount equal to any premium or other amount paid, and 103fees and expenses incurred, in connection with such refinancing, extension, renewal or replacement;(c)Â Â Â Â any Lien existing on any property or asset prior to the acquisition thereof by the Borrower or any Subsidiary or existing on any property or asset of any Person that becomes a Subsidiary after the Closing Date prior to the time such Person becomes a Subsidiary; provided that (i) such Lien is not created in contemplation of or in connection with such acquisition or such Person becoming a Subsidiary, as the case may be, (ii) such Lien shall not apply to any other property or assets of the Borrower or any Subsidiary and (iii) such Lien shall secure only those obligations which it secures on the date of such acquisition or the date such Person becomes a Subsidiary, as the case may be, and any refinancing, extension, renewal or replacement thereof that does not increase the outstanding principal amount thereof except by an amount equal to any premium or other amount paid, and fees and expenses incurred, in connection with such refinancing, extension, renewal or replacement; (d)Â Â Â Â Liens on fixed or capital assets acquired, constructed or improved by the Borrower or any Subsidiary; provided that (i) such Liens secure Indebtedness that is permitted by Section 6.1(b), (ii) such Liens and the Indebtedness secured thereby are initially incurred prior to or within 180 days after the acquisition or the completion of the construction or improvement of such fixed or capital assets, (iii) the Indebtedness secured thereby does not exceed 100% of the cost of acquiring, constructing or improving such fixed or capital assets and customary related expenses, and (iv) such Liens shall not apply to any other property or assets of the Borrower or any Subsidiary other than additions, accessions, parts, attachments or improvements on or proceeds of such fixed or capital assets; provided that clause (ii) shall not apply to any refinancing, extension, renewal or replacement thereof;(e)Â Â Â Â licenses, sublicenses, leases or subleases granted to others in the ordinary course of business not interfering in any material respect with the business of the Borrower and its Subsidiaries, taken as a whole;(f)Â Â Â Â the interest and title of a lessor under any lease, license, sublease or sublicense entered into by the Borrower or any Subsidiary in the ordinary course of its business and other statutory and common law landlordsâ€™ Liens under leases; (g)Â Â Â Â in connection with the sale or transfer of any assets in a transaction not prohibited hereunder, customary rights and restrictions contained in agreements relating to such sale or transfer pending the completion thereof;(h)Â Â Â Â in the case of any Joint Venture, any put and call arrangements related to its Equity Interests set forth in its organizational documents or any related joint venture or similar agreement;(i)Â Â Â Â Liens securing Indebtedness to finance insurance premiums owing in the ordinary course of business to the extent such financing is not prohibited hereunder;104(j)Â Â Â Â Liens on earnest money deposits of cash or cash equivalents made in connection with any Acquisition or other Investment not prohibited hereunder; (k)Â Â Â Â bankersâ€™ Liens, rights of setoff and other similar Liens existing solely with respect to cash and cash equivalents or other securities on deposit in one or more accounts maintained by the Borrower or any Subsidiary, in each case granted in the ordinary course of business in favor of the bank or banks, securities intermediaries or other depository institutions with which such accounts are maintained, securing amounts owing to institutions with respect to cash management operating account arrangements and similar arrangements;(l)Â Â Â Â Liens in the nature of the right of setoff in favor of counterparties to contractual agreements not otherwise prohibited hereunder with the Borrower or any of its Subsidiaries in the ordinary course of business;(m)Â Â Â Â Liens securing Indebtedness permitted by Section 6.1(c); provided that such Liens shall extend only to the assets of the non-Loan Party that incurred such Indebtedness and any non-Loan Party that Guarantees such Indebtedness in accordance with Section 6.1(c);(n)Â Â Â Â Liens securing the Obligations pursuant to any Loan Document;(o)Â Â Â Â Liens of a collection bank arising under Section 4-210 of the Uniform Commercial Code on items in the course of collection;(p)Â Â Â Â Liens securing Indebtedness permitted pursuant to Section 6.1(f); (q)Â Â Â Â Liens in favor of customs and revenue authorities arising as a matter of law to secure payment of customs duties in connection with the importation of goods; and(r)Â Â Â Â other Liens securing obligations in an aggregate amount not to exceed $25,000,000 at any time outstanding.Section 6.3 Fundamental Changes; Assets Sales; Changes in Business. (a) The Borrower will not, and will not permit any Subsidiary to, (x) merge into or consolidate with any other Person, or permit any other Person to merge into or consolidate with it, (y) sell, transfer, lease, enter into any sale-leaseback transactions with respect to, or otherwise dispose of (in one transaction or in a series of transactions) all or substantially all of the assets of the Borrower and its Subsidiaries, taken as a whole, or all or substantially all of the Equity Interests of any of its Subsidiaries (in each case, whether now owned or hereafter acquired), or (z) liquidate or dissolve, except that, if at the time thereof and immediately after giving effect thereto no Default or Event of Default shall have occurred and be continuing:(i)Â Â Â Â any Subsidiary or any other Person may merge into or consolidate with the Borrower in a transaction in which the surviving entity is (x) the Borrower or (y) a corporation organized and existing under the laws of the United States of America, any State thereof or the District of Columbia, which corporation shall expressly assume, by a written instrument in form and substance reasonably satisfactory to the Administrative 105Agent, all the obligations of the Borrower under the Loan Documents, provided that, in the case of clause (y), such Person assuming all obligations of the Borrower shall have delivered to the Administrative Agent (A) all â€œknow your customerâ€ and similar information required under anti-money laundering rules and regulations that has been requested by the Administrative Agent or any Lender, (B) to the extent such Person then qualifies as a â€œlegal entity customerâ€ under the Beneficial Ownership Regulation, (i) a Beneficial Ownership Certification or (ii) confirmation that the most recently delivered Beneficial Ownership Certification is still correct, in each case, to the extent such Beneficial Ownership Certification is required for the Administrative Agent or such Lender to satisfy the requirements of the Beneficial Ownership Regulation and (C) if requested by the Administrative Agent, an opinion of counsel to such Person to the effect that such merger or consolidation does not violate this Agreement or any other Loan Document;(ii)Â Â Â Â any Person (other than the Borrower) may merge into or consolidate with any Subsidiary in a transaction in which the surviving entity is a Subsidiary (provided that any such merger or consolidation involving a Guarantor must result in a Guarantor as the surviving entity);(iii)Â Â Â Â (x) any Loan Party may sell, transfer, lease or otherwise dispose of its assets to any other Loan Party and (y) any Subsidiary that is not a Loan Party may sell, transfer, lease or otherwise dispose of its assets to another Subsidiary that is not a Loan Party or to a Loan Party;(iv)Â Â Â Â in connection with any Acquisition, any Subsidiary may merge into or with, or consolidate with any other Person, and any other Person may merge into such Subsidiary, so long as the Person surviving such merger or consolidation shall be a Subsidiary (provided that any such merger or consolidation involving a Guarantor must result in a Guarantor as the surviving entity);(v)Â Â Â Â any Subsidiary may merge into or consolidate with any other Person in a transaction in which such Subsidiary ceases to be a direct or indirect Subsidiary of the Borrower if such transaction is excluded from the definition of â€œAsset Saleâ€ by either clause (j) or (k) thereof; and(vi)Â Â Â Â any Subsidiary may liquidate or dissolve if the Borrower determines in good faith that such liquidation or dissolution is in the best interests of the Borrower and is not materially disadvantageous to the Lenders.(b)Â Â Â Â The Borrower will not, and will not permit any of its Subsidiaries to, consummate any Asset Sale.(c)Â Â Â Â The Borrower will not, and will not permit any of its Subsidiaries to, engage to any material extent in any business other than businesses of the type conducted by the Borrower and its Subsidiaries on the Closing Date and businesses reasonably related, complementary or incidental thereto.106Section 6.4 Restricted Payments; Prepayments of Indebtedness. (a)Â Â Â Â The Borrower will not, and will not permit any of its Subsidiaries to, declare or make, directly or indirectly, any Restricted Payment except:(i)Â Â Â Â Restricted Payments in an unlimited amount, so long as, at the time such Restricted Payment is made, (x) no Default or Event of Default has occurred and is continuing or would result therefrom, (y) the Total Net Leverage Ratio shall not exceed 2.75 to 1.00 (determined on a pro forma basis at the time of (and after giving effect to) such Restricted Payment) and (z) Liquidity shall be no less than $400,000,000 (determined on a pro forma basis at the time of (and after giving effect to) such Restricted Payment);(ii)Â Â Â Â Restricted Payments in an aggregate amount not to exceed, at the time such Restricted Payment is made, the greater of (x) $75,000,000 and (y) 25% of Consolidated Adjusted EBIDTA as of the last day of the most recently ended four fiscal quarter period for which financial statements have been or are required to be delivered pursuant to Section 5.1(a) or (b)); (iii)Â Â Â Â any Subsidiary of the Borrower may declare and pay dividends or make other Restricted Payments (i) ratably to its equity holders, (ii) to the Borrower, (iii)Â to any Guarantor or (iv) in the case of a Subsidiary that is not a Loan Party, to another Subsidiary that is not a Loan Party;(iv)Â Â Â Â the Borrower may make Restricted Payments to redeem in whole or in part any of its Equity Interest (including Disqualified Equity Interests) for another class of its Equity Interests or rights to acquire its Equity Interests (other than, in each case, Disqualified Equity Interests) or with proceeds from substantially concurrent equity contributions or issuances of new Equity Interests (other than Disqualified Equity Interests); provided that the only consideration paid for any such redemption is Equity Interests of the Borrower or the proceeds of any substantially concurrent equity contribution or issuance of Equity Interest (other than, in each case, Disqualified Equity Interests);(v)Â Â Â Â the Borrower may declare and make dividends payable solely in additional shares of the Borrowerâ€™s Qualified Equity Interests and may exchange Equity Interests for its Qualified Equity Interests; (vi)Â Â Â Â the Borrower may make any Restricted Payment that has been declared by the Borrower, so long as (A) such Restricted Payment would be otherwise permitted under clause (i), clause (ii) or clause (xiii) of this Section 6.4(a) at the time so declared and (B) such Restricted Payment is made within 60 days of such declaration;(vii)Â Â Â Â the Borrower may repurchase Equity Interests pursuant to any Structured Repurchase; provided that payments made by the Borrower with respect to such Structured Repurchase would be otherwise permitted under clause (i), clause (ii) or clause 107(xiii) of this Section 6.4(a) at the time such agreement is entered into as if it were a Restricted Payment made by the Borrower at such time; for the avoidance of doubt, the amount of all Restricted Payments made to purchase Equity Interests pursuant to this clause (vii) shall be determined based upon the net cash payments made after settlement of all payments and obligations pursuant to the terms of such Structured Repurchase, or following the early unwind or settlement of such Structured Repurchase;(viii)Â Â Â Â the Borrower may repurchase Equity Interests or rights in respect thereof granted to directors, officers, employees or other providers of services to the Borrower and the Subsidiaries at the original purchase price of such Equity Interests or rights in respect thereof pursuant to a right of repurchase set forth in equity compensation plans in connection with a cessation of service;(ix)Â Â Â Â the Borrower may (x) repurchase fractional shares of its Equity Interests arising out of stock dividends, splits or combinations, business combinations or conversions of convertible securities or exercises of warrants or options or (y) â€œnet exerciseâ€ or â€œnet share settleâ€ warrants, stock options or restricted stock units (including in connection with the satisfaction of withholding tax obligations);(x)Â Â Â Â the receipt or acceptance by the Borrower or any Subsidiary of the return of Equity Interests issued by the Borrower or any Subsidiary to the seller of a Person, business or division as consideration for the purchase of such Person, business or division, which return is in settlement of indemnification claims owed by such seller in connection with such acquisition; and(xi)Â Â Â Â so long as no Default or Event of Default has occurred and is continuing or would result therefrom, the Borrower may purchase, redeem or otherwise acquire its Equity Interest for aggregate consideration not in excess of $25,000,000 in any fiscal year.(b)Â Â Â Â No Loan Party will, nor will it permit any Subsidiary to, make or agree to pay or make, directly or indirectly, any voluntary payment or other voluntary distribution (whether in cash, securities or other property) of or in respect of any Junior Debt, or any voluntary payment or other voluntary distribution (whether in cash, securities or other property), including any sinking fund or similar deposit, on account of the voluntary purchase, redemption, retirement, acquisition, cancellation or termination of any Junior Debt, except:(i)Â Â Â Â payment of regularly scheduled interest, expenses and indemnities as and when due in respect of any Junior Debt permitted under Section 6.1;(ii)Â Â Â Â refinancings of Junior Debt to the extent permitted by Section 6.1; and (iii)Â Â Â Â payment of Junior Debt that becomes due as a result of the voluntary sale or transfer of the property or assets securing such Indebtedness to the extent such sale or transfer is permitted by the terms of Section 6.5;108(iv)Â Â Â Â purchases and other payments of any Junior Debt made solely with the proceeds of or in the form of Equity Interests of the Borrower, and conversions of Junior Debt to Equity Interests of the Borrower, in each case together with cash for any fractional shares and cash for any accrued but unpaid interest and any premium payable in connection therewith; and(v)Â Â Â Â so long as no Default or Event of Default has occurred and is continuing or would result therefrom, purchases, redemptions and other payments of any Junior Debt in an aggregate amount not to exceed $25,000,000.Section 6.5 Restrictive Agreements. The Borrower will not, and will not permit any of its Subsidiaries to, directly or indirectly, enter into, incur or permit to exist any agreement or other arrangement that prohibits, restricts or imposes any condition upon (a) the ability of the Borrower or any Subsidiary to create, incur or permit to exist any Lien upon any of its property or assets to secure the Obligations, or (b) the ability of any Subsidiary to pay dividends or other distributions with respect to any shares of its capital stock or to make or repay loans or advances to the Borrower or any other Subsidiary or of any Subsidiary to Guarantee Indebtedness of the Borrower or any other Subsidiary under the Loan Documents; provided that (i) the foregoing shall not apply to restrictions and conditions imposed by law or by this Agreement or any other Loan Document, (ii) the foregoing shall not apply to restrictions and conditions existing on the Closing Date identified on Schedule 6.5 to the Disclosure Letter (and shall apply to any extension or renewal of, or any amendment or modification

materially expanding the scope of, any such restrictions or conditions taken as a whole), (iii) the foregoing shall not apply to customary restrictions and conditions contained in agreements relating to the sale of a Subsidiary or assets of the Borrower or any Subsidiary pending such sale, provided that such restrictions and conditions apply only to the Subsidiary or assets to be sold and such sale is permitted hereunder, (iv) the foregoing shall not apply to any agreement or restriction or condition in effect at the time any Person becomes a Subsidiary, so long as such agreement was not entered into solely in contemplation of such Person becoming a Subsidiary (and any extension or renewal thereof so long as the scope of such restrictions and conditions is not expanded), (v) the foregoing shall not apply to customary provisions in joint venture agreements and other similar agreements applicable to Joint Ventures, (vi) clause (a) of the foregoing shall not apply to restrictions or conditions imposed by any agreement relating to secured Indebtedness permitted by this Agreement if such restrictions or conditions apply only to the property or assets securing such Indebtedness, (vii) clause (a) of the foregoing shall not apply to customary provisions in leases, licenses, sub-leases and sub-licenses and other contracts restricting the assignment thereof or restricting the grant of Liens in such lease, license, sub-lease, sub-license or other contract, (viii) the foregoing shall not apply to restrictions or conditions set forth in any agreement governing Indebtedness not prohibited by Section 6.2; provided that such restrictions and conditions are customary for such Indebtedness as determined in the good faith judgment of the Borrower, (ix) the foregoing shall not apply to restrictions on cash or other deposits (including escrowed funds) imposed under contracts entered into in the ordinary course of business, (x) the foregoing shall not apply to customary net worth provisions or similar financial maintenance provisions contained in real property leases,.109Section 6.6 Transactions with Affiliates. The Borrower will not, and will not permit any of its Subsidiaries to, sell, lease or otherwise transfer any property or assets to, or purchase, lease or otherwise acquire any property or assets from, or otherwise engage in any other transactions with, any of its Affiliates (other than between or among the Borrower and its Subsidiaries and not involving any other Affiliate except as otherwise permitted hereunder), except (a) on terms and conditions not less favorable to the Borrower or such Subsidiary than could be obtained on an armâ€™s-length basis from unrelated third parties as determined in good faith by the Borrower, (b) payment of customary directorsâ€™ fees, customary out-of-pocket expense reimbursement and indemnities (including the provision of directors and officers insurance) of members of the board of directors, officers, consultants or other employees of the Borrower or any of its Subsidiaries, (c) compensation arrangements (including bonuses) and employee benefit arrangements and employment and severance arrangements entered into with directors, officers, managers, consultants or other employees of the Borrower or any of its Subsidiaries, (d) any transaction involving amounts less than $500,000 individually or $5,000,000 in the aggregate in any fiscal year, and (e) any transaction permitted by Section 6.3, any Restricted Payment permitted by Section 6.4(a) and any Investment permitted by Section 6.7.Section 6.7 Investments. No Loan Party shall, nor shall it permit any of its Subsidiaries to, directly or indirectly, make or own any Investment in any Person, including any Joint Venture, except:(a)Â Â Â Â Investments in cash and Cash Equivalents;(b)Â Â Â Â Investments owned as of the Closing Date in any Subsidiary and Investments made after the Closing Date in the Borrower and any wholly owned Subsidiary of the Borrower which is a Guarantor;(c)Â Â Â Â Investments in Joint Ventures; provided that such Investments (including through intercompany loans) shall not exceed at any time an aggregate amount of $75,000,000;(d)Â Â Â Â intercompany loans in accordance with Section 6.1(d) to, and other Investments in, Subsidiaries which are not Guarantors; provided that the aggregate amount of all such Investments (including through such intercompany loans) made by Loan Parties in Subsidiaries which are not Guarantors shall not exceed, at the time any such Investment is made, $25,000,000;(e)Â Â Â Â loans and advances to employees of the Borrower and its Subsidiaries made in the ordinary course of business in an aggregate principal amount not to exceed $10,000,000;(f)Â Â Â Â Investments described in Schedule 6.7 to the Disclosure Letter;(g)Â Â Â Â Swap Agreements (including the purchase of any Permitted Call Spread Transaction by the Borrower and the performance of its obligations thereunder) which constitute Investments;110(h)Â Â Â Â trade receivables in the ordinary course of business;(i)Â Â Â Â guarantees to insurers required in connection with workerâ€™s compensation and other insurance coverage arranged in the ordinary course of business;(j)Â Â Â Â Investments (including debt obligations) received in connection with the bankruptcy or reorganization of suppliers and customers and in good faith settlement of delinquent obligations of, and other disputes with, customers and suppliers arising in the ordinary course of business; (k)Â Â Â Â intercompany Investments by any Foreign Subsidiary in any other Foreign Subsidiary;(l)Â Â Â Â lease, utility and other similar deposits in the ordinary course of business; (m)Â Â Â Â Investments of any Person in existence at the time such Person becomes a Subsidiary; provided such Investment was not made in connection with or anticipation of such Person becoming a Subsidiary;(n)Â Â Â Â Investments consisting of (i) the Guaranteed Obligations and (ii) any Guarantee of obligations permitted by Section 6.1; (o)Â Â Â Â Investments arising under any Structured Repurchase that is permitted pursuant to Section 6.4(a)(vii);(p)Â Â Â Â Investments consisting of the endorsement of negotiable instruments for deposit or collection or similar transactions in the ordinary course of business;(q)Â Â Â Â Investments received in connection with a disposition excluded from the definition of Asset Sale(r)Â Â Â Â Investments to the extent that payment for such Investments is made solely with Qualified Equity Interests (and cash in lieu of fractional shares) or cash proceeds of a substantially concurrent issuance of Qualified Equity Interests;(s)Â Â Â Â Investments permitted by Section 6.3(a);(t)Â Â Â Â deposits, prepayments and other credits to suppliers or licensors made in the ordinary course of business; (u)Â Â Â Â Investments consisting of cash earnest money deposits made by Borrower or any Subsidiary in connection with any letter of intent or purchase agreement in respect of any Acquisition or other Investment by Borrower or any Subsidiary;(v)Â Â Â Â to the extent constituting an Investment, advanced payroll and commissions payments paid to employees in the ordinary course of business;111(w)Â Â Â Â Investments in an unlimited amount, so long as, at the time such Investment is made, (A) no Default or Event of Default has occurred and is continuing or would result therefrom and (B) the Total Net Leverage Ratio does not exceed a ratio that is 0.50 to 1.00 less than the maximum Total Net Leverage Ratio applicable under Section 6.10(a) at such time (after giving effect to any Adjusted Covenant Period) (to be calculated after giving pro forma effect to the consummation of such Investment); and(x)Â Â Â Â other Investments not otherwise permitted hereunder; provided that the aggregate amount of all such Investments shall not exceed, at the time any such Investment is made, the greater of (i) $75,000,000 and (ii) 25% of Consolidated Adjusted EBITDA as of the last day of the most recently ended four fiscal quarter period for which financial statements have been or are required to be delivered pursuant to Section 5.1(a) or (b).For purposes of covenant compliance with this Section 6.7, the amount of any Investment shall be the amount actually invested, without adjustment for subsequent increases or decreases in the value of such Investment, less any amount paid, repaid, returned, distributed or otherwise received in cash in respect of such Investment.Section 6.8 Amendment of Junior Debt Documents. No Loan Party will, nor will it permit any Subsidiary to, amend, modify or waive any provisions of any Junior Debt to the extent any such amendment, modification or waiver would be materially adverse to the rights or remedies of the Administrative Agent or the Lenders under the Loan Documents.Section 6.9 Fiscal Year. The Borrower will not change its fiscal year.Section 6.10 Financial Covenants.(a)Â Â Â Â Total Net Leverage Ratio. The Borrower will not permit the Total Net Leverage Ratio, determined for the four consecutive fiscal quarter period ending on the last day of each fiscal quarter, to be greater than 4.00 to 1.00. Notwithstanding the foregoing, the Borrower shall be permitted, in no event on more than two occasions after the Closing Date and prior to the Maturity Date, to allow the maximum Total Net Leverage Ratio permitted under this Section 6.10(a) to be increased to 4.50:1.00 for a period of four consecutive fiscal quarters (such period, an â€œAdjusted Covenant Periodâ€) in connection with a Qualifying Material Acquisition occurring during the first of such four fiscal quarters (and in respect of which the Borrower shall provide notice in writing to the Administrative Agent (for distribution to the Lenders) of such increase), so long as (subject to Section 1.8) the Borrower was in compliance on a pro forma basis with a maximum Total Net Leverage Ratio of 4:50:1:00 for the four consecutive fiscal quarter period ending on or prior to the closing date of such Qualifying Material Acquisition immediately after giving pro forma effect to such Qualifying Material Acquisition; provided, that it is understood and agreed that (x) the Borrower may not elect a new Adjusted Covenant Period for at least two fiscal quarters following the end of an Adjusted Covenant Period and (y) the maximum Total Net Leverage Ratio permitted under this Section 6.10(a) shall revert to 4.00:1:00 following the end of such Adjusted Covenant Period and thereafter until another Adjusted Covenant Period (if any) is elected pursuant to the terms and conditions described above.112(b)Â Â Â Â Interest Coverage Ratio. The Borrower will not permit the Interest Coverage Ratio, determined for the four consecutive fiscal quarter period ending on the last day of each fiscal quarter, to be less than 3.00 to 1.00.Notwithstanding anything herein to the contrary, no Loan Party shall, nor shall it permit any of its Subsidiaries to, (i) allow or cause any U.S. Subsidiary (other than a CFC Holdco) to be a subsidiary of a Foreign Subsidiary (other than any such U.S. Subsidiary that is an existing subsidiary of an acquired Foreign Subsidiary at the time of the Acquisition), (ii) sell, lease (as lessor or sublessor), enter into a sale and leaseback arrangement, exclusively license (as licensor or sublicensor), exchange, transfer or otherwise dispose of any Material IP to any Person other than a Loan Party; provided that, for the avoidance of doubt, the foregoing shall not restrict non-exclusive licenses or non-exclusive sublicenses of Material IP by and among Borrower and its Subsidiaries in the ordinary course of business or entered into for legitimate business purposes (as determined by the Borrower in good faith).ARTICLE VIIGUARANTYSection 7.1 Guaranty of the Obligations. Subject to Section 7.11, the Guarantors jointly and severally hereby irrevocably and unconditionally guaranty the due and punctual payment in full of all Obligations when the same shall become due, whether at stated maturity, by required prepayment, declaration, acceleration, demand or otherwise (including amounts that would become due but for the operation of the automatic stay under Section 362(a) of the Bankruptcy Code, 11 U.S.C. Â§ 362(a)) (collectively, the â€œGuaranteed Obligationsâ€); provided that the Guaranteed Obligations of the Borrower in its capacity as a Guarantor shall exclude any Direct Borrower Obligations. Section 7.2 Payment by Guarantors. The Guarantors hereby jointly and severally agree, in furtherance of the foregoing and not in limitation of any other right which any Beneficiary may have at law or in equity against any Guarantor by virtue hereof, that upon the failure of the Borrower or any other Person to pay any of the Guaranteed Obligations when and as the same shall become due, whether at stated maturity, by required prepayment, declaration, acceleration, demand or otherwise, Guarantors will upon demand pay, or cause to be paid, in cash, to the Administrative Agent for the ratable benefit of the Beneficiaries, an amount equal to the sum of the unpaid principal amount of all Guaranteed Obligations then due as aforesaid, accrued and unpaid interest on such Guaranteed Obligations (including interest which, but for the Borrowerâ€™s becoming the subject of a case under the Bankruptcy Code, would have accrued on such Guaranteed Obligations, whether or not a claim is allowed against the Borrower for such interest in the related bankruptcy case) and all other Guaranteed Obligations then owed to the Beneficiaries as aforesaid.Section 7.3 Liability of Guarantors Absolute. Each Guarantor agrees that its obligations hereunder are irrevocable, absolute, independent and unconditional and shall not be affected by any circumstance which constitutes a legal or equitable discharge of a guarantor or 113surety other than payment in full of the Guaranteed Obligations. In furtherance of the foregoing and without limiting the generality thereof, each Guarantor agrees as follows:(a)Â Â Â Â this Guaranty is a guaranty of payment when due and not of collectability and this Guaranty is a primary obligation of each Guarantor and not merely a contract of surety;(b)Â Â Â Â the Administrative Agent may enforce this Guaranty during the continuation of an Event of Default notwithstanding the existence of any dispute between the Borrower and any Beneficiary with respect to the existence of such Event of Default;(c)Â Â Â Â the obligations of each Guarantor hereunder are independent of the obligations of the Borrower and the obligations of any other guarantor (including any other Guarantor) of the obligations of the Borrower, and a separate action or actions may be brought and prosecuted against such Guarantor whether or not any action is brought against the Borrower, any such other guarantor or any other Person and whether or not the Borrower, any such other guarantor or any other Person is joined in any such action or actions;(d)Â Â Â Â payment by any Guarantor of a portion, but not all, of the Guaranteed Obligations shall in no way limit, affect, modify or abridge any Guarantorâ€™s liability for any portion of the Guaranteed Obligations which has not been paid. Without limiting the generality of the foregoing, if the Administrative Agent is awarded a judgment in any suit brought to enforce any Guarantorâ€™s covenant to pay a portion of the Guaranteed Obligations, such judgment shall not be deemed to release such Guarantor from its covenant to pay the portion of the Guaranteed Obligations that is not the subject of such suit, and such judgment shall not, except to the extent satisfied by such Guarantor, limit, affect, modify or abridge any other Guarantorâ€™s liability hereunder in respect of the Guaranteed Obligations;(e)Â Â Â Â any Beneficiary, upon such terms as it deems appropriate under the relevant Loan Document, Secured Swap Agreement or Secured Cash Management Services Agreement, without notice or demand and without affecting the validity or enforceability hereof or giving rise to any reduction, limitation, impairment, discharge or termination of any Guarantorâ€™s liability hereunder, from time to time may (i) renew, extend, accelerate, increase the rate of interest on, or otherwise change the time, place, manner or terms of payment of the Guaranteed Obligations; (ii) settle, compromise, release or discharge, or accept or refuse any offer of performance with respect to, or substitutions for, the Guaranteed Obligations or any agreement relating thereto and/or subordinate the payment of the same to the payment of any other obligations; (iii) request and accept other guaranties of the Guaranteed Obligations and take and hold security for the payment hereof or the Guaranteed Obligations; (iv) release, surrender, exchange, substitute, compromise, settle, rescind, waive, alter, subordinate or modify, with or without consideration, any security for payment of the Guaranteed Obligations, any other guaranties of the Guaranteed Obligations, or any other obligation of any Person (including any other Guarantor) with respect to the Guaranteed Obligations; (v) enforce and apply any security now or hereafter held by or for the benefit of such Beneficiary in respect hereof or the Guaranteed Obligations and direct the order or manner of sale thereof, or exercise any other right or remedy that such Beneficiary may have against any such security, in each case as such Beneficiary in its discretion may determine consistent herewith or any applicable Secured Swap 114Agreement or Secured Cash Management Services Agreement and any applicable security agreement, including foreclosure on any such security pursuant to one or more judicial or nonjudicial sales, whether or not every aspect of any such sale is commercially reasonable, and even though such action operates to impair or extinguish any right of reimbursement or subrogation or other right or remedy of any Guarantor against any other Loan Party or any security for the Guaranteed Obligations; and (vi) exercise any other rights available to it under the Loan Documents or any Secured Swap Agreement or Secured Cash Management Services Agreement; and(f)Â Â Â Â this Guaranty and the obligations of the Guarantors hereunder shall be valid and enforceable and shall not be subject to any reduction, limitation, impairment, discharge or termination for any reason (other than payment in full of the Guaranteed Obligations (other than contingent indemnification obligations for which no claim has been made and Obligations in respect of Secured Swap Agreements or Secured Cash Management Services) and the cancellation or expiration or cash collateralization of all Letters of Credit in an amount equal to 103% of Letter of Credit Usage at such time on terms satisfactory to the applicable Issuing Banks), including the occurrence of any of the following, whether or not any Guarantor shall have had notice or knowledge of any of them: (i) any failure or omission to assert or enforce or agreement or election not to assert or enforce, or the stay or enjoining, by order of court, by operation of law or otherwise, of the exercise or enforcement of, any claim or demand or any right, power or remedy (whether arising under the Loan Documents, any Secured Swap Agreements, any Secured Cash Management Services Agreements, at law, in equity or otherwise) with respect to the Guaranteed Obligations or any agreement relating thereto, or with respect to any other guaranty of or security for the payment of the Guaranteed Obligations; (ii) any rescission, waiver, amendment or modification of, or any consent to departure from, any of the terms or provisions (including provisions relating to events of default) hereof, any of the other Loan Documents, any Secured Swap Agreements, any Secured Cash Management Services Agreements or any agreement or instrument executed pursuant thereto, or of any other guaranty or security for the Guaranteed Obligations, in each case whether or not in accordance with the terms hereof or such Loan Document, such Secured Swap Agreement, such Secured Cash Management Services Agreement or any agreement relating to such other guaranty or security; (iii) the Guaranteed Obligations, or any agreement relating thereto, at any time being found to be illegal, invalid or unenforceable in any respect; (iv) the application of payments received from any source (other than payments received pursuant to the other Loan Documents, any Secured Swap Agreements or any Secured Cash Management Services Agreements or from the proceeds of any security for the Guaranteed Obligations, except to the extent such security also serves as collateral for indebtedness other than the Guaranteed Obligations) to the payment of indebtedness other than the Guaranteed Obligations, even though any Beneficiary might have elected to apply such payment to any part or all of the Guaranteed Obligations; (v) the change, reorganization or termination of the corporate structure or existence of the Borrower or any of its Subsidiaries and to any corresponding restructuring of the Guaranteed Obligations, whether or not consented to by any Beneficiary; (vi) any failure to perfect or continue perfection of a security interest in any collateral which secures any of the Guaranteed Obligations; (vii) any defenses, set offs or counterclaims which the Borrower or any other Person may allege or assert against any Beneficiary in respect of the Guaranteed 115Obligations, including failure of consideration, breach of warranty, payment, statute of frauds, statute of limitations, accord and satisfaction and usury; and (viii) any other act or thing or omission, or delay to do any other act or thing, which may or might in any manner or to any extent vary the risk of any Guarantor as an obligor in respect of the Guaranteed Obligations.Anything contained in this Agreement to the contrary notwithstanding, the obligations of each Guarantor in respect of its Guaranty shall be limited to an aggregate amount equal to the largest amount that would not render its obligations under this Agreement subject to avoidance as a fraudulent transfer or conveyance under SectionÂ 548 of the Bankruptcy Code of the United States or any comparable provisions of any similar federal or state law; provided, however, that this limitation shall not apply to the Borrower with respect to its Direct Borrower Obligations. Section 7.4 Waivers by Guarantors. Each Guarantor hereby waives, to the extent permitted by applicable law, for the benefit of the Beneficiaries: (a) any right to

require any Beneficiary, as a condition of payment or performance by such Guarantor, to (1) proceed against the Borrower, any other guarantor (including any other Guarantor) of the Guaranteed Obligations or any other Person, (2) proceed against or exhaust any security held from the Borrower, any such other guarantor or any other Person, (3) proceed against or have resort to any balance of any deposit account or credit on the books of any Beneficiary in favor of any Loan Party or any other Person, or (4) pursue any other remedy in the power of any Beneficiary whatsoever; (b) any defense arising by reason of the incapacity, lack of authority or any disability or other defense of the Borrower or any other Guarantor including any defense based on or arising out of the lack of validity or the unenforceability of the Guaranteed Obligations or any agreement or instrument relating thereto or by reason of the cessation of the liability of the Borrower or any other Guarantor from any cause other than payment in full of the Guaranteed Obligations; (c) any defense based upon any statute or rule of law which provides that the obligation of a surety must be neither larger in amount nor in other respects more burdensome than that of the principal; (d) any defense based upon any Beneficiaryâ€™s errors or omissions in the administration of the Guaranteed Obligations, except behavior which amounts to bad faith, gross negligence or willful misconduct; (e) (i) any principles or provisions of law, statutory or otherwise, which are or might be in conflict with the terms hereof and any legal or equitable discharge of such Guarantorâ€™s obligations hereunder, (ii) the benefit of any statute of limitations affecting such Guarantorâ€™s liability hereunder or the enforcement hereof, (iii) any rights to set offs, recoupments and counterclaims, (iv) promptness, diligence and any requirement that any Beneficiary protect, secure, perfect or insure any security interest or lien or any property subject thereto, and (v) notices, demands, presentments, protests, notices of protest, notices of dishonor and notices of any action or inaction, including acceptance hereof, notices of default hereunder, the Secured Swap Agreements, the Secured Cash Management Services Agreements or any agreement or instrument related thereto, notices of any renewal, extension or modification of the Guaranteed Obligations or any agreement related thereto, notices of any extension of credit to the Borrower and notices of any of the matters referred to in Section 7.3 and any right to consent to any thereof; and (f) any defenses or benefits that may be derived from or afforded by law which limit the liability of or exonerate guarantors or sureties, or which may conflict with the terms hereof, in each case other than the indefeasible payment in full of the Guaranteed Obligations.116Section 7.5 Guarantorsâ€™ Rights of Subrogation, Contribution, Etc. Until the Guaranteed Obligations shall have been paid in full (other than contingent indemnification obligations for which no claim has been made and Obligations under or in respect of Secured Swap Agreements or Secured Cash Management Services) and all Letters of Credit shall have expired or been cancelled or cash collateralized in an amount equal to 103% of Letter of Credit Usage at such time on terms satisfactory to the applicable Issuing Banks and the Commitments shall have terminated, each Guarantor hereby waives any claim, right or remedy, direct or indirect, that such Guarantor now has or may hereafter have against the Borrower or any other Guarantor or any of its assets in connection with this Guaranty or the performance by such Guarantor of its obligations hereunder, in each case whether such claim, right or remedy arises in equity, under contract, by statute, under common law or otherwise and including, (i) any right of subrogation, reimbursement or indemnification that such Guarantor now has or may hereafter have against the Borrower with respect to the Guaranteed Obligations, (ii) any right to enforce, or to participate in, any claim, right or remedy that any Beneficiary now has or may hereafter have against the Borrower, and (iii) any benefit of, and any right to participate in, any collateral or security now or hereafter held by any Beneficiary. In addition, until the Guaranteed Obligations shall have been paid in full (other than contingent indemnification obligations for which no claim has been made and Obligations under or in respect of Secured Swap Agreements or Secured Cash Management Services) and all Letters of Credit shall have expired or been cancelled or cash collateralized in an amount equal to 103% of Letter of Credit Usage at such time on terms satisfactory to the applicable Issuing Banks and the Commitments shall have terminated, each Guarantor shall withhold exercise of any right of contribution such Guarantor may have against any other guarantor (including any other Guarantor) of the Guaranteed Obligations. Each Guarantor further agrees that, to the extent the waiver or agreement to withhold the exercise of its rights of subrogation, reimbursement, indemnification and contribution as set forth herein is found by a court of competent jurisdiction to be void or voidable for any reason, any rights of subrogation, reimbursement or indemnification such Guarantor may have against the Borrower or against any collateral or security, and any rights of contribution such Guarantor may have against any such other guarantor, shall be junior and subordinate to any rights any Beneficiary may have against the Borrower, to all right, title and interest any Beneficiary may have in any such collateral or security, and to any right any Beneficiary may have against such other guarantor. If any amount shall be paid to any Guarantor on account of any such subrogation, reimbursement, indemnification or contribution rights at any time when all Guaranteed Obligations (other than contingent indemnification obligations for which no claim has been made and Obligations under or in respect of Secured Swap Agreements or Secured Cash Management Services) shall not have been paid in full, such amount shall be held in trust for the Administrative Agent on behalf of the Beneficiaries and shall forthwith be paid over to the Administrative Agent for the benefit of the Beneficiaries to be credited and applied against the Guaranteed Obligations, whether matured or unmatured, in accordance with the terms hereof. Notwithstanding the foregoing, to the extent that any Guarantorâ€™s right to indemnification or contribution arises from a payment or sale of Collateral made to satisfy Obligations constituting Swap Obligations, only those Loan Parties for whom such Swap Obligations do not constitute Excluded Swap Obligations shall indemnify and/or contribute to such Guarantor with respect to such Swap Obligations and the amount of any indemnity or contribution shall be adjusted accordingly. 117Section 7.6 Subrogation of Other Obligations. Any Indebtedness of the Borrower or any Guarantor now or hereafter held by any Guarantor (the â€œObligee Guarantorâ€) is hereby subordinated in right of payment to the Guaranteed Obligations, and any such Indebtedness collected or received by the Obligee Guarantor after an Event of Default has occurred and is continuing shall be held in trust for the Administrative Agent on behalf of the Beneficiaries and shall forthwith be paid over to the Administrative Agent for the benefit of the Beneficiaries to be credited and applied against the Guaranteed Obligations but without affecting, impairing or limiting in any manner the liability of the Obligee Guarantor under any other provision hereof.Section 7.7 Continuing Guaranty. This Guaranty is a continuing guaranty and shall remain in effect until all of the Guaranteed Obligations (other than contingent indemnification obligations for which no claim has been made and Obligations under or in respect of Secured Swap Agreements or Cash Management Services) shall have been paid in full and the Commitments shall have terminated and all Letters of Credit shall have expired or been cancelled or cash collateralized in an amount equal to 103% of Letter of Credit Usage at such time on terms satisfactory to the applicable Issuing Banks. Each Guarantor hereby irrevocably waives any right to revoke this Guaranty as to future transactions giving rise to any Guaranteed Obligations.Section 7.8 Authority of Guarantors or the Borrower. It is not necessary for any Beneficiary to inquire into the capacity or powers of any Guarantor or the Borrower or the officers, directors or any agents acting or purporting to act on behalf of any of them.Section 7.9 Financial Condition of the Borrower. Any Loan may be made to the Borrower or continued from time to time and any Secured Swap Agreement or Secured Cash Management Services Agreement may be entered into from time to time, in each case without notice to or authorization from any Guarantor regardless of the financial or other condition of the Borrower or any other Loan Party at the time of any such grant or continuation or at the time such Secured Swap Agreement or Secured Cash Management Services Agreement is entered into, as the case may be. No Beneficiary shall have any obligation to disclose or discuss with any Guarantor its assessment, or any Guarantorâ€™s assessment, of the financial condition of the Borrower or any other Loan Party. Each Guarantor has adequate means to obtain information from the Borrower and the other Loan Parties on a continuing basis concerning the financial condition of the Borrower and the other Loan Parties and their respective ability to perform their obligations under the Loan Documents and the Secured Swap Agreements and Secured Cash Management Services Agreements, and each Guarantor assumes the responsibility for being and keeping informed of the financial condition of the Borrower and each other Loan Party and of all circumstances bearing upon the risk of nonpayment of the Guaranteed Obligations. Each Guarantor hereby waives and relinquishes any duty on the part of any Beneficiary to disclose any matter, fact or thing relating to the business, operations or conditions of the Borrower or any other Loan Party now known or hereafter known by any Beneficiary.Section 7.10 Bankruptcy, Etc. (a) So long as any Guaranteed Obligations remain outstanding, no Guarantor shall, without the prior written consent of the Administrative Agent acting pursuant to the instructions of Required Lenders, commence or join with any other 118Person in commencing any bankruptcy, reorganization or insolvency case or proceeding of or against the Borrower or any other Loan Party. The obligations of the Guarantors hereunder shall not be reduced, limited, impaired, discharged, deferred, suspended or terminated by any case or proceeding, voluntary or involuntary, involving the bankruptcy, insolvency, receivership, reorganization, liquidation or arrangement of the Borrower or any other Loan Party or by any defense which the Borrower or any other Loan Party may have by reason of the order, decree or decision of any court or administrative body resulting from any such proceeding. (b)Â Â Â Â Each Guarantor acknowledges and agrees that any interest on any portion of the Guaranteed Obligations which accrues after the commencement of any case or proceeding referred to in clause (a) above (or, if interest on any portion of the Guaranteed Obligations ceases to accrue by operation of law by reason of the commencement of such case or proceeding, such interest as would have accrued on such portion of the Guaranteed Obligations if such case or proceeding had not been commenced) shall be included in the Guaranteed Obligations because it is the intention of Guarantors and the Beneficiaries that the Guaranteed Obligations which are guaranteed by Guarantors pursuant hereto should be determined without regard to any rule of law or order which may relieve the Borrower or any other Loan Party of any portion of such Guaranteed Obligations. Guarantors will permit any trustee in bankruptcy, receiver, debtor in possession, assignee for the benefit of creditors or similar Person to pay the Administrative Agent, or allow the claim of the Administrative Agent in respect of, any such interest accruing after the date on which such case or proceeding is commenced.(c)Â Â Â Â In the event that all or any portion of the Guaranteed Obligations are paid by the Borrower or any Subsidiary, the obligations of Guarantors hereunder shall continue and remain in full force and effect or be reinstated, as the case may be, in the event that all or any part of such payment(s) are rescinded or recovered directly or indirectly from any Beneficiary as a preference, fraudulent transfer or otherwise, and any such payments which are so rescinded or recovered shall constitute Guaranteed Obligations for all purposes hereunder.Section 7.11 Excluded Swap Obligations. (a) Notwithstanding any provision of this Agreement or any other Loan Document, no Guaranty by any Guarantor under any Loan Document shall include a guaranty of any Obligation and no Guaranteed Obligations shall include any Obligation that, as to such Guarantor, is an Excluded Swap Obligation, and no Collateral provided by any Guarantor shall secure any Obligation and no Secured Obligations shall include any Obligation that, as to such Guarantor, is an Excluded Swap Obligation. In the event that any payment is made pursuant to any Guaranty by any Guarantor, or any amount is realized from Collateral of any Guarantor, as to which any Guaranteed Obligations or Secured Obligations, as applicable, are Excluded Swap Obligations, such payment or amount shall be applied to pay the Guaranteed Obligations or Secured Obligations, as applicable, of such Guarantor as otherwise provided herein and in the other Loan Documents without giving effect to such Excluded Swap Obligations, with payments from Guarantors of all Obligations, on the one hand, and Guarantors who cannot guarantee Excluded Swap Obligations, on the other hand, being distributed in such manner (but without applying payments from Guarantors who cannot guarantee Excluded Swap Obligations to such obligations) so as to ensure, as nearly as 119practicable, the distribution of payments as required by the Loan Documents. Each reference in this Agreement or any other Loan Document to the ratable application of such amounts as among the Guaranteed Obligations, the Secured Obligations or the Obligations or any specified portion thereof that would otherwise include such Excluded Swap Obligations shall be deemed so to provide.(b)Â Â Â Â Each Qualified ECP Guarantor hereby jointly and severally absolutely, unconditionally and irrevocably undertakes to provide such funds or other support as may be needed from time to time to enable each other Loan Party to honor all of its obligations under the Loan Documents in respect of Swap Obligations; provided, however, that such Qualified ECP Guarantor shall only be liable under this Section for the maximum amount of such liability that can be hereby incurred by such Qualified ECP Guarantor without rendering its obligations under this Section or otherwise its Guaranty voidable under applicable law relating to fraudulent conveyance or fraudulent transfer and not for any greater amount. The obligations of each Qualified ECP Guarantor under this Section shall remain in full force and effect until its Guaranty is released. Each Qualified ECP Guarantor intends that this Section shall constitute, and this Section shall be deemed to constitute, a â€œkeepwell, support, or other agreementâ€ for the benefit of each other Loan Party for all purposes of Section 1a(18)(A)(v)(II) of the Commodity Exchange Act.ARTICLE VIIIEVENTS OF DEFAULTIf any of the following events (each, an â€œEvent of Defaultâ€) shall occur: (a)Â Â Â Â the Borrower shall fail to pay any principal of any Loan when and as the same shall become due and payable or any amount due and payable to any Issuing Bank in reimbursement of any drawing under any Letter of Credit, whether at the due date thereof or at a date fixed for prepayment thereof or otherwise;(b)Â Â Â Â the Borrower shall fail to pay any interest on any Loan or any fee or any other amount (other than an amount referred to in clause (a) of this Article) payable under any of the Loan Documents, when and as the same shall become due and payable, and such failure shall continue unremedied for a period of five Business Days;(c)Â Â Â Â any representation or warranty made or deemed made by or on behalf of the Borrower or any Subsidiary in or in connection with this Agreement or any other Loan Document or any amendment or modification hereof or thereof or waiver hereunder or thereunder, or in any report, certificate, financial statement or other document furnished pursuant to or in connection with this Agreement, any other Loan Document or any amendment or modification hereof or thereof or waiver hereunder or thereunder, shall prove to have been incorrect in any material respect when made or deemed made (other than to the extent qualified by materiality or â€œMaterial Adverse Effectâ€, in which case, such representation or warranty shall prove to have been incorrect in any respect);120(d)Â Â Â Â any Loan Party shall fail to observe or perform any covenant, condition or agreement contained in Section 5.2, Section 5.3 (solely with respect to such Loan Partyâ€™s existence), Section 5.9 or in Article VI;(e)Â Â Â Â any Loan Party shall fail to observe or perform any covenant, condition or agreement contained in any of the Loan Documents (other than those specified in clause (a), (b) or (d) of this Article of this Agreement), and such failure shall continue unremedied for a period of 30 days after the earlier of any Responsible Officerâ€™s knowledge of such breach or notice thereof from the Administrative Agent to the Borrower (which notice will be given at the request of any Lender);(f)Â Â Â Â the Borrower or any Subsidiary shall fail to make any payment (whether of principal or interest and regardless of amount) in respect of any Material Indebtedness, when and as the same shall become due and payable (whether by scheduled maturity, required prepayment, acceleration, demand, or otherwise) and such failure shall have continued after the applicable grace period, if any;(g)Â Â Â Â any event or condition occurs that results in any Material Indebtedness becoming due prior to its scheduled maturity or that enables or permits (with or without the giving of notice, the lapse of time or both) the holder or holders of any Material Indebtedness or any trustee or agent on its or their behalf to cause any Material Indebtedness to become due, or to require the prepayment, repurchase, redemption or defeasance thereof, prior to its scheduled maturity; provided that this clause (g) shall not apply to (i) secured Indebtedness that becomes due as a result of the voluntary sale or transfer of the property or assets securing such Indebtedness or (ii) any repurchase, prepayment, defeasance, redemption, conversion, cancellation, termination or settlement with respect to any Permitted Convertible Indebtedness, Permitted Call Spread Transaction, Structured Repurchase or Swap Agreement pursuant to its terms unless such repurchase, prepayment, defeasance, redemption, conversion, cancellation, termination or settlement results from a default thereunder, fundamental change (or equivalent term thereunder) or an event of the type that constitutes an Event of Default;(h)Â Â Â Â an involuntary proceeding shall be commenced or an involuntary petition shall be filed seeking (i) liquidation, reorganization or other relief in respect of the Borrower or any Material Subsidiary or its debts, or of a substantial part of its assets, under any Debtor Relief Law or (ii) the appointment of a receiver, trustee, custodian, sequestrator, conservator or similar official for the Borrower or any Material Subsidiary or for a substantial part of its assets, and, in any such case, such proceeding or petition shall continue undismissed for 60 days or an order or decree approving or ordering any of the foregoing shall be entered;(i)Â Â Â Â the Borrower or any Material Subsidiary shall (i) voluntarily commence any proceeding or file any petition seeking liquidation, reorganization or other relief under any Debtor Relief Law, (ii) consent to the institution of, or fail to contest in a timely and appropriate manner, any proceeding or petition described in clause (h) of this Article, (iii) apply for or consent to the appointment of a receiver, trustee, custodian, sequestrator, conservator or similar official for the Borrower or any Material Subsidiary or for a substantial part of its assets, (iv) file an answer admitting the material allegations of a petition filed against it in any such 121proceeding, (v) make a general assignment for the benefit of creditors or (vi) take any action for the purpose of effecting any of the foregoing;(j)Â Â Â Â the Borrower or any Material Subsidiary shall become unable, admit in writing its inability or fail generally to pay its debts as they become due;(k)Â Â Â Â one or more judgments for the payment of money in excess of $25,000,000 in the aggregate shall be rendered against the Borrower, any Subsidiary or any combination thereof (to the extent not paid or covered by a reputable and solvent independent third-party insurance company which has not disputed coverage) and the same shall remain undischarged for a period of 30 consecutive days during which execution shall not be effectively stayed (or an action of similar effect in any jurisdiction outside the U.S.), or any action shall be legally taken by a judgment creditor to attach or levy upon any assets of the Borrower or any Subsidiary to enforce any such judgment and such action shall not be stayed (or an action of similar effect in any jurisdiction outside the U.S.); (l)Â Â Â Â one or more ERISA Events shall have occurred that could reasonably be expected to result in liability of the Borrower and its Subsidiaries in excess of $25,000,000;(m)Â Â Â Â a Change of Control shall occur;(n)Â Â Â Â (i) any Loan Document, at any time after its execution and delivery and for any reason other than as expressly permitted hereunder or thereunder or satisfaction in full of all the obligations hereunder or thereunder, ceases to be in full force and effect; or any Loan Party contests in any manner the validity or enforceability of any Loan

Document, (ii) the Collateral Agent shall not have or shall cease to have a valid and perfected Lien in any material portion of the Collateral purported to be covered by the Collateral Documents with the priority required by the relevant Collateral Document for any reason other than the failure of the Collateral Agent or any Secured Party to take any action within its control or (iii) any Loan Party shall contest in any manner the validity or perfection of any Lien in any material portion of the Collateral purported to be covered by the Collateral Documents; or(o)Â Â Â Â the Obligations shall cease, or any Loan Party has asserted in writing that the Obligations cease, to constitute senior indebtedness under the subordination provisions of any document or instrument evidencing Junior Debt or any such subordination provision ceases, for any reason, to be a valid, binding and enforceable obligation of the parties hereto;then, and in every such event (other than an event with respect to the Borrower described in paragraphs (h), (i) or (j) of this Article VIII), and at any time thereafter during the continuance of such event, the Administrative Agent may, and at the request of the Required Lenders shall, by notice to the Borrower, take any or all of the following actions, at the same or different times: (i)Â terminate the Commitments and the obligation of the Issuing Banks to issue any Letters of Credit, and thereupon the Commitments and such obligations shall terminate immediately, (ii) the Administrative Agent may cause the Collateral Agent to enforce any and all Liens and security interests created pursuant to the Collateral Documents, (iii) direct the Borrower to pay (and the Borrower hereby agrees upon receipt of such notice, or upon the 122occurrence of any Event of Default specified in paragraphs (h), (i) or (j) of this Article VIII to pay) to the Administrative Agent such additional amounts of cash as are reasonably requested by the applicable Issuing Banks, to be held as security for the Borrowerâ€™s reimbursement Obligations in respect of Letters of Credit then outstanding as set forth in Section 2.4(j) and (iv) declare the Loans then outstanding to be due and payable in whole (or in part, in which case any principal not so declared to be due and payable may thereafter be declared to be due and payable), and thereupon the principal of the Loans so declared to be due and payable, together with accrued interest thereon and all fees and other obligations of the Borrower accrued hereunder (including any amounts required to be deposited in respect of Letters of Credit pursuant to Section 2.4(j)), shall become due and payable immediately, without presentment, demand, protest or other notice of any kind, all of which are hereby waived by the Borrower; and in case of any event with respect to the Borrower described in paragraphs (h), (i) or (j) of this Article VIII, the Commitments shall automatically terminate and the principal of the Loans then outstanding, together with accrued interest thereon and all fees and other obligations of the Borrower accrued hereunder, shall automatically become due and payable, without presentment, demand, protest or other notice of any kind, all of which are hereby waived by the Borrower.ARTICLE IXTHE AGENTSection 9.1 Authorization and Action. (a)Â Â Â Â Each of the Lenders (including in its capacity as a potential counterparty under a Secured Swap Agreement or a provider of Secured Cash Management Services), Secured Parties and Issuing Banks hereby irrevocably appoints Citi as the Administrative Agent and Collateral Agent (and Citi hereby accepts such appointment) and authorizes the Administrative Agent and the Collateral Agent to take such actions on its behalf and to exercise such powers as are delegated to the Administrative Agent and the Collateral Agent by the terms hereof and under the other Loan Documents, together with such actions and powers as are reasonably incidental thereto. Without limiting the foregoing, each Lender, Secured Party and each Issuing Bank hereby authorizes the Administrative Agent to execute and deliver, and to perform its obligations under, each of the Loan Documents to which the Administrative Agent is a party, and to exercise all rights, powers and remedies that the Administrative Agent may have under such Loan Documents.(b)Â Â Â Â As to any matters not expressly provided for herein and in the other Loan Documents (including enforcement or collection), the Administrative Agent shall not be required to exercise any discretion or take any action, but shall be required to act or to refrain from acting (and shall be fully protected in so acting or refraining from acting) upon the written instructions of the Required Lenders (or such other number or percentage of the Lenders as shall be necessary, pursuant to the terms in the Loan Documents), and, unless and until revoked in writing, such instructions shall be binding upon each Lender and each Issuing Bank; provided, however, that the Administrative Agent shall not be required to take any action that (i) the Administrative Agent in good faith believes exposes it to liability unless the Administrative Agent receives an indemnification and is exculpated in a manner satisfactory to it from the 123Lenders and the Issuing Banks with respect to such action or (ii) is contrary to this Agreement or any other Loan Document or applicable law, including any action that may be in violation of the automatic stay under any requirement of law relating to bankruptcy, insolvency or reorganization or relief of debtors or that may effect a forfeiture, modification or termination of property of a Defaulting Lender in violation of any requirement of law relating to bankruptcy, insolvency or reorganization or relief of debtors; provided, further, that the Administrative Agent may seek clarification or direction from the Required Lenders prior to the exercise of any such instructed action and may refrain from acting until such clarification or direction has been provided. Except as expressly set forth in the Loan Documents, the Administrative Agent shall not have any duty to disclose, and shall not be liable for the failure to disclose, any information relating to the Borrower, any Subsidiary or any Affiliate of any of the foregoing that is communicated to or obtained by the Person serving as Administrative Agent or any of its Affiliates in any capacity. Nothing in this Agreement shall require the Administrative Agent to expend or risk its own funds or otherwise incur any financial liability in the performance of any of its duties hereunder or in the exercise of any of its rights or powers if it shall have reasonable grounds for believing that repayment of such funds or adequate indemnity against such risk or liability is not reasonably assured to it. (c)Â Â Â Â In performing its functions and duties hereunder and under the other Loan Documents, the Administrative Agent is acting solely on behalf of the Lenders and the Issuing Banks (except in limited circumstances expressly provided for herein relating to the maintenance of the Register), and its duties are entirely mechanical and administrative in nature. Without limiting the generality of the foregoing:(i)Â Â Â Â the Administrative Agent does not assume and shall not be deemed to have assumed any obligation or duty or any other relationship as the agent, fiduciary or trustee of or for any Lender, Issuing Bank or holder of any other obligation other than as expressly set forth herein and in the other Loan Documents, regardless of whether a Default or an Event of Default has occurred and is continuing (and it is understood and agreed that the use of the term â€œagentâ€ (or any similar term) herein or in any other Loan Document with reference to the Administrative Agent is not intended to connote any fiduciary duty or other implied (or express) obligations arising under agency doctrine of any applicable law, and that such term is used as a matter of market custom and is intended to create or reflect only an administrative relationship between contracting parties); additionally, each Lender agrees that it will not assert any claim against the Administrative Agent based on an alleged breach of agency or fiduciary duty by the Administrative Agent in connection with this Agreement and/or the transactions contemplated hereby;(ii)Â Â Â Â where the Administrative Agent is required or deemed to act as a trustee in respect of any Collateral over which a security interest has been created pursuant to a Loan Document, or is required or deemed to hold any Collateral â€œon trustâ€ pursuant to the foregoing, the obligations and liabilities of the Administrative Agent to the Secured Parties in its capacity as trustee shall be excluded to the fullest extent permitted by applicable law;124(iii)Â Â Â Â to the extent that English law is applicable to the duties of the Administrative Agent under any of the Loan Documents, Section 1 of the Trustee Act 2000 of the United Kingdom shall not apply to the duties of the Administrative Agent in relation to the trusts constituted by that Loan Document; where there are inconsistencies between the Trustee Act 1925 or the Trustee Act 2000 of the United Kingdom and the provisions of this Agreement or such Loan Document, the provisions of this Agreement shall, to the extent permitted by applicable law, prevail and, in the case of any inconsistency with the Trustee Act 2000 of the United Kingdom, the provisions of this Agreement shall constitute a restriction or exclusion for the purposes of that Act; and (iv)Â Â Â Â nothing in this Agreement or any Loan Document shall require the Administrative Agent to account to any Lender for any sum or the profit element of any sum received by the Administrative Agent for its own account;(d)Â Â Â Â The Administrative Agent may perform any of its duties and exercise its rights and powers hereunder or under any other Loan Document by or through any one or more sub-agents appointed by the Administrative Agent. The Administrative Agent and any such sub-agent may perform any of their respective duties and exercise their respective rights and powers through their respective Related Parties. The exculpatory provisions of this Article shall apply to any such sub-agent and to the Related Parties of the Administrative Agent and any such sub-agent, and shall apply to their respective activities pursuant to this Agreement. The Administrative Agent shall not be responsible for the negligence or misconduct of any sub-agent except to the extent that a court of competent jurisdiction determines in a final and nonappealable judgment that the Administrative Agent acted with gross negligence or willful misconduct in the selection of such sub-agent.(e)Â Â Â Â No Arranger shall have obligations or duties whatsoever in such capacity under this Agreement or any other Loan Document and shall incur no liability hereunder or thereunder in such capacity, but all such persons shall have the benefit of the indemnities provided for hereunder.(f)Â Â Â Â In case of the pendency of any proceeding with respect to any Loan Party under any Federal, state or foreign bankruptcy, insolvency, receivership or similar law now or hereafter in effect, the Administrative Agent (irrespective of whether the principal of any Loan or any reimbursement obligation shall then be due and payable as herein expressed or by declaration or otherwise and irrespective of whether the Administrative Agent shall have made any demand on the Borrower) shall be entitled and empowered (but not obligated) by intervention in such proceeding or otherwise:(i)Â Â Â Â to file and prove a claim for the whole amount of the principal and interest owing and un-paid in respect of the Loans, Letter of Credit disbursements and all other Obligations that are owing and unpaid and to file such other documents as may be necessary or advisable in order to have the claims of the Lenders, the Issuing Banks and the Administrative Agent allowed in such judicial proceeding; and125(ii)Â Â Â Â to collect and receive any monies or other property payable or deliverable on any such claims and to distribute the same; and any custodian, receiver, assignee, trustee, liquidator, sequestrator or other similar official in any such proceeding is hereby authorized by each Lender, each Issuing Bank and each other Secured Party to make such payments to the Administrative Agent and, in the event that the Administrative Agent shall consent to the making of such payments directly to the Lenders, the Issuing Banks or the other Secured Parties, to pay to the Administrative Agent any amount due to it, in its capacity as the Administrative Agent, under the Loan Documents (including under Section 10.3). Nothing contained herein shall be deemed to authorize the Administrative Agent to authorize or consent to or accept or adopt on behalf of any Lender or Issuing Bank any plan of reorganization, arrangement, adjustment or composition affecting the Obligations or the rights of any Lender or Issuing Bank or to authorize the Administrative Agent to vote in respect of the claim of any Lender or Issuing Bank in any such proceeding.(g)Â Â Â Â The provisions of this Article are solely for the benefit of the Administrative Agent, the Lenders and the Issuing Banks, and, except solely to the extent of the Borrowerâ€™s rights to consent pursuant to and subject to the conditions set forth in this Article, none of the Borrower or any Subsidiary, or any of their respective Affiliates, shall have any rights as a third party beneficiary under any such provisions. Each Secured Party, whether or not a party hereto, will be deemed, by its acceptance of the benefits of the Collateral and of the Guaranteed Obligations provided under the Loan Documents, to have agreed to the provisions of this Article.Section 9.2 Administrative Agentâ€™s Reliance, Limitation of Liability, Etc. (a)Â Â Â Â Neither the Administrative Agent nor any of its Related Parties shall be (i) liable for any action taken or omitted to be taken by such party, the Administrative Agent or any of its Related Parties under or in connection with this Agreement or the other Loan Documents (x) with the consent of or at the request of the Required Lenders (or such other number or percentage of the Lenders as shall be necessary, or as the Administrative Agent shall believe in good faith to be necessary, under the circumstances as provided in the Loan Documents) or (y) in the absence of its own gross negligence or willful misconduct (such absence to be presumed unless otherwise determined by a court of competent jurisdiction by a final and non-appealable judgment) or (ii) responsible in any manner to any of the Lenders for any recitals, statements, representations or warranties made by any Loan Party or any officer thereof contained in this Agreement or any other Loan Document or in any certificate, report, statement or other document referred to or provided for in, or received by the Administrative Agent under or in connection with, this Agreement or any other Loan Document or for the value, validity, effectiveness, genuineness, enforceability or sufficiency of this Agreement or any other Loan Document (including, for the avoidance of doubt, in connection with the Administrative Agentâ€™s reliance on any Electronic Signature transmitted by telecopy, emailed pdf. or any other electronic means that reproduces an image of an actual executed signature page) or for any failure of any Loan Party to perform its obligations hereunder or thereunder.126(b)Â Â Â Â The Administrative Agent shall be deemed not to have knowledge of any (i) notice of any of the events or circumstances set forth or described in Section 5.2 unless and until written notice thereof stating that it is a â€œnotice under Section 5.2â€ in respect of this Agreement and identifying the specific clause under said Section is given to the Administrative Agent by the Borrower, or (ii) notice of any Default or Event of Default unless and until written notice thereof (stating that it is a â€œnotice of Defaultâ€ or a â€œnotice of an Event of Defaultâ€) is given to the Administrative Agent by the Borrower, a Lender or an Issuing Bank. Further, the Administrative Agent shall not be responsible for or have any duty to ascertain or inquire into (i) any statement, warranty or representation made in or in connection with any Loan Document, (ii) the contents of any certificate, report or other document delivered thereunder or in connection therewith, (iii) the performance or observance of any of the covenants, agreements or other terms or conditions set forth in any Loan Document or the occurrence of any Default or Event of Default, (iv) the sufficiency, validity, enforceability, effectiveness or genuineness of any Loan Document or any other agreement, instrument or document, (v) the satisfaction of any condition set forth in Article IV or elsewhere in any Loan Document, other than to confirm receipt of items (which on their face purport to be such items) expressly required to be delivered to the Administrative Agent or satisfaction of any condition that expressly refers to the matters described therein being acceptable or satisfactory to the Administrative Agent or (vi) the creation, perfection or priority of Liens on the Collateral. Notwithstanding anything herein to the contrary, the Administrative Agent shall not be liable for, or be responsible for any liabilities, costs or expenses suffered by the Borrower, any Subsidiary, any Lender or any Issuing Bank as a result of, any determination of the Revolving Exposure, any of the component amounts thereof or any portion thereof attributable to each Lender or Issuing Bank, or any Exchange Rate or Dollar Equivalent.(c)Â Â Â Â Without limiting the foregoing, the Administrative Agent (i) may treat the payee of any promissory note as its holder until such promissory note has been assigned in accordance with Section 10.4, (ii) may rely on the Register to the extent set forth in Section 10.4, (iii) may consult with legal counsel (including counsel to the Borrower), independent public accountants and other experts selected by it, and shall not be liable for any action taken or omitted to be taken in good faith by it in accordance with the advice of such counsel, accountants or experts, (iv) makes no warranty or representation to any Lender or Issuing Bank and shall not be responsible to any Lender or Issuing Bank for any statements, warranties or representations made by or on behalf of any Loan Party in connection with this Agreement or any other Loan Document, (v) in determining compliance with any condition hereunder to the making of a Loan, or the issuance of a Letter of Credit, that by its terms must be fulfilled to the satisfaction of a Lender or an Issuing Bank, may presume that such condition is satisfactory to such Lender or Issuing Bank unless the Administrative Agent shall have received notice to the contrary from such Lender or Issuing Bank sufficiently in advance of the making of such Loan or the issuance of such Letter of Credit and (vi) shall be entitled to rely on, and shall incur no liability under or in respect of this Agreement or any other Loan Document by acting upon, any notice, consent, certificate or other instrument or writing (which writing may be a fax, any electronic message, Internet or intranet website posting or other distribution) or any statement made to it orally or by telephone and believed by it to be genuine and signed or sent or 127otherwise authenticated by the proper party or parties (whether or not such Person in fact meets the requirements set forth in the Loan Documents for being the maker thereof).Section 9.3 The Administrative Agent Individually. With respect to its Commitment, Loans (including Swing Line Loans) and Letters of Credit, the Person serving as the Administrative Agent and the Collateral Agent shall have and may exercise the same rights and powers hereunder and is subject to the same obligations and liabilities as and to the extent set forth herein for any other Lender or Issuing Bank, as the case may be. The terms â€œIssuing Banksâ€, â€œLendersâ€, â€œRequired Lendersâ€ and any similar terms shall, unless the context clearly otherwise indicates, include the Administrative Agent in its individual capacity as a Lender, Issuing Bank or as one of the Required Lenders, as applicable. The Person serving as the Administrative Agent and its Affiliates may accept deposits from, lend money to, own securities of, act as the financial advisor or in any other advisory capacity for and generally engage in any kind of banking, trust or other business with, the Borrower, any Subsidiary or any Affiliate of any of the foregoing as if such Person was not acting as the Administrative Agent and without any duty to account therefor to the Lenders or the Issuing Banks.Section 9.4 Successor Administrative Agent. (a)Â Â Â Â The Administrative Agent shall have the right to resign at any time by giving prior written notice thereof to the Lenders and the Borrower. The Administrative Agent shall have the right to appoint a financial institution to act as the Administrative Agent and/or the Collateral Agent hereunder, subject to the reasonable satisfaction of the Borrower and the Required Lenders, and the Administrative Agentâ€™s resignation shall become effective on the earliest of (i) 30 days after delivery of the notice of resignation, (ii) the acceptance of such successor Administrative Agent by the Borrower and the Required Lenders or (iii) such other date, if any, agreed to by the Borrower and the Required Lenders. Upon any such notice of resignation, if a successor Administrative Agent has not already been appointed by the retiring Administrative Agent, the Required Lenders shall have the right, in consultation with the Borrower, to appoint a successor Administrative Agent. If neither the Required Lenders nor the Administrative Agent have appointed a successor Administrative Agent, the Required Lenders shall be deemed to have succeeded to and become vested with all the rights, powers, privileges and duties of the retiring Administrative Agent; provided that, until a successor Administrative Agent is so appointed by the Required Lenders or the Administrative Agent, any collateral security held by the Administrative Agent in its role as the Collateral Agent on behalf of the Lenders and the Issuing Banks under any of the Loan Documents shall continue to be held by the retiring Collateral Agent as nominee until such time as a successor Collateral Agent is appointed. Any successor Administrative Agent shall be a bank with an office in the United States or an Affiliate of any such bank with an office in the United

States. Upon the acceptance of any appointment as Administrative Agent hereunder by a successor Administrative Agent, that successor Administrative Agent shall thereupon succeed to and become vested with all the rights, powers, privileges and duties of the retiring Administrative Agent and the retiring Administrative Agent shall promptly (x) transfer to such successor Administrative Agent all sums, securities and other items of Collateral held under the Collateral Documents, together with all records and other documents necessary or appropriate in connection with the 128performance of the duties of the successor Administrative Agent under the Loan Documents, and (y) execute and deliver to such successor Administrative Agent such amendments to financing statements, and take such other actions, as may be necessary or appropriate in connection with the assignment to such successor Administrative Agent of the security interests created under the Collateral Documents, whereupon such retiring Administrative Agent shall be discharged from its duties and obligations hereunder. Except as provided above, any resignation of Citi or its successor as the Administrative Agent pursuant to this Article shall also constitute the resignation of Citi or its successor as the Collateral Agent. After any retiring Administrative Agentâ€™s resignation hereunder as Administrative Agent and Collateral Agent, the provisions of this Article IX shall inure to its benefit as to any actions taken or omitted to be taken by it while it was Administrative Agent and Collateral Agent hereunder and while it continues to hold any collateral security as nominee until a successor Collateral Agent is appointed. Any successor Administrative Agent appointed pursuant to this Article IX shall, upon its acceptance of such appointment, become the successor Collateral Agent for all purposes hereunder. (b)Â Â Â Â In addition to the foregoing, the Collateral Agent may resign at any time by giving prior written notice thereof to the Lenders and the Grantors. The Administrative Agent shall have the right to appoint a financial institution as the Collateral Agent hereunder, subject to the reasonable satisfaction of the Borrower and the Required Lenders and the Collateral Agentâ€™s resignation shall become effective on the earliest of (i) 30 days after delivery of the notice of resignation, (ii) the acceptance of such successor Collateral Agent by the Borrower and the Required Lenders or (iii) such other date, if any, agreed to by the Required Lenders and the Borrower. Upon any such notice of resignation, the Required Lenders shall have the right, upon five Business Daysâ€™ notice to the Administrative Agent and in consultation with the Borrower, to appoint a successor Collateral Agent. Until a successor Collateral Agent is so appointed by the Required Lenders or the Administrative Agent, any collateral security held by the Collateral Agent on behalf of the Lenders and/or the Issuing Banks under any of the Loan Documents shall continue to be held by the retiring Collateral Agent as nominee until such time as a successor Collateral Agent is appointed. Upon the acceptance of any appointment as the Collateral Agent hereunder by a successor Collateral Agent, that successor Collateral Agent shall thereupon succeed to and become vested with all the rights, powers, privileges and duties of the retiring Collateral Agent under this Agreement and the Collateral Documents, and the retiring Collateral Agent under this Agreement shall promptly (x) transfer to such successor Collateral Agent all sums, securities and other items of Collateral held hereunder or under the Collateral Documents, together with all records and other documents necessary or appropriate in connection with the performance of the duties of the successor Collateral Agent under this Agreement and the Collateral Documents, and (y) execute and deliver to such successor Collateral Agent or otherwise authorize the filing of such amendments to financing statements, and take such other actions, as may be necessary or appropriate in connection with the assignment to such successor Collateral Agent of the security interests created under the Collateral Documents, whereupon such retiring Collateral Agent shall be discharged from its duties and obligations under this Agreement and the Collateral Documents. After any retiring Collateral Agentâ€™s resignation hereunder as the Collateral Agent, the provisions of this Agreement and the Collateral Documents shall inure to its benefit as to any actions taken or 129omitted to be taken by it under this Agreement or the Collateral Documents while it was the Collateral Agent hereunder and while it continues to hold any collateral security as nominee until a successor Collateral Agent is appointed.(c)Â Â Â Â Any resignation of Citi or its successor as the Administrative Agent pursuant to this Article IX shall also constitute the resignation of Citi or its successor as Swing Line Lender and Issuing Bank, and any successor Administrative Agent appointed pursuant to this Section shall, upon its acceptance of such appointment, become successor Swing Line Lender and Issuing Bank for all purposes hereunder. In such event (i) the Borrower shall prepay any outstanding Swing Line Loans made by the retiring Administrative Agent in its capacity as Swing Line Lender, (ii) upon such prepayment, the retiring Administrative Agent and Swing Line Lender shall surrender any Swing Line Note held by it to the Borrower for cancellation, and (iii) the Borrower shall issue, if so requested by successor Administrative Agent and Swing Line Lender, a new Swing Line Note to the successor Administrative Agent and Swing Line Lender, in the principal amount of the Swing Line Sublimit then in effect and with other appropriate insertions. After such resignation of Citi as an Issuing Bank hereunder, Citi shall remain a party hereto to the extent that Letters of Credit issued by it remain outstanding and shall continue to have all the rights and obligations of an Issuing Bank under this Agreement with respect to Letters of Credit issued by it prior to such resignation, but shall not be required to issue additional Letters of Credit.Section 9.5 Acknowledgments of Lenders and Issuing Banks. (a)Each Lender and each Issuing Bank expressly acknowledges and agrees that (i) the Loan Documents set forth the terms of a commercial lending facility, (ii) it is engaged in making, acquiring or holding commercial loans and in providing other facilities set forth herein as may be applicable to such Lender or Issuing Bank, in each case in the ordinary course of business, and not for the purpose of purchasing, acquiring or holding any other type of financial instrument (and each Lender and each Issuing Bank agrees not to assert a claim in contravention of the foregoing), (iii) it has, independently and without reliance upon the Administrative Agent, any Arranger, any Co-Documentation Agent or any other Lender or Issuing Bank, or any of the Related Parties of any of the foregoing, and based on such documents and information as it has deemed appropriate, made its own credit analysis and decision to enter into this Agreement as a Lender, and to make, acquire or hold Loans hereunder and (iv) it is sophisticated with respect to decisions to make, acquire and/or hold commercial loans and to provide other facilities set forth herein, as may be applicable to such Lender or such Issuing Bank, and either it, or the Person exercising discretion in making its decision to make, acquire and/or hold such commercial loans or to provide such other facilities, is experienced in making, acquiring or holding such commercial loans or providing such other facilities. Each Lender and each Issuing Bank also acknowledges that it will, independently and without reliance upon the Administrative Agent, any Arranger, any Co-Documentation Agent or any other Lender or Issuing Bank, or any of the Related Parties of any of the foregoing, and based on such documents and information (which may contain material, non-public information within the meaning of the United States securities laws concerning the Borrower and its Affiliates) as it shall from time to time deem appropriate, continue to make its own decisions in taking or not taking action under or 130based upon this Agreement, any other Loan Document or any related agreement or any document furnished hereunder or thereunder.(b)Each Lender, by delivering its signature page to this Agreement, or delivering its signature page to an Assignment and Assumption or any other Loan Document pursuant to which it shall become a Lender hereunder, shall be deemed to have acknowledged receipt of, and consented to and approved, each Loan Document and each other document required to be delivered to, or be approved by or satisfactory to, the Administrative Agent or the Lenders on the Closing Date.Section 9.6 Collateral Matters. (a)Except with respect to the exercise of setoff rights in accordance with Section 10.8 or with respect to a Secured Partyâ€™s right to file a proof of claim in an insolvency proceeding, no Secured Party shall have any right individually to realize upon any of the Collateral or to enforce any Guarantee of the Guaranteed Obligations, it being understood and agreed that all powers, rights and remedies under the Loan Documents may be exercised solely by the Administrative Agent on behalf of the Secured Parties in accordance with the terms thereof.(b)In furtherance of the foregoing and not in limitation thereof, no arrangements in respect of Secured Cash Management Services the obligations under which constitute Secured Obligations and no Secured Swap Agreement the obligations under which constitute Secured Obligations, will create (or be deemed to create) in favor of any Secured Party that is a party thereto any rights in connection with the management or release of any Collateral or of the obligations of any Loan Party under any Loan Document. By accepting the benefits of the Collateral, each Secured Party that is a party to any such arrangement in respect of Secured Cash Management Services or any Secured Swap Agreement, as applicable, shall be deemed to have appointed the Administrative Agent to serve as administrative agent and collateral agent under the Loan Documents and agreed to be bound by the Loan Documents as a Secured Party thereunder, subject to the limitations set forth in this paragraph.(c)The Secured Parties irrevocably authorize the Administrative Agent, at its option and in its discretion, to subordinate any Lien on any property granted to or held by the Administrative Agent under any Loan Document to the holder of any Lien on such property that is permitted by Section 6.2(a). The Administrative Agent shall not be responsible for or have a duty to ascertain or inquire into any representation or warranty regarding the existence, value or collectability of the Collateral, the existence, priority or perfection of the Administrative Agentâ€™s Lien thereon or any certificate prepared by any Loan Party in connection therewith, nor shall the Administrative Agent be responsible or liable to the Lenders or any other Secured Party for any failure to monitor or maintain any portion of the Collateral.Section 9.7 Credit Bidding. The Secured Parties hereby irrevocably authorize the Administrative Agent, at the direction of the Required Lenders, to credit bid all or any portion of the Obligations (including by accepting some or all of the Collateral in satisfaction of some or all of the Obligations pursuant to a deed in lieu of foreclosure or otherwise) and in such manner 131purchase (either directly or through one or more acquisition vehicles) all or any portion of the Collateral (a) at any sale thereof conducted under the provisions of the Bankruptcy Code, including under Sections 363, 1123 or 1129 of the Bankruptcy Code, or any similar laws in any other jurisdictions to which a Loan Party is subject, or (b) at any other sale, foreclosure or acceptance of collateral in lieu of debt conducted by (or with the consent or at the direction of) the Administrative Agent (whether by judicial action or otherwise) in accordance with any applicable law. In connection with any such credit bid and purchase, the Obligations owed to the Secured Parties shall be entitled to be, and shall be, credit bid by the Administrative Agent at the direction of the Required Lenders on a ratable basis (with Obligations with respect to contingent or unliquidated claims receiving contingent interests in the acquired assets on a ratable basis that shall vest upon the liquidation of such claims in an amount proportional to the liquidated portion of the contingent claim amount used in allocating the contingent interests) for the asset or assets so purchased (or for the equity interests or debt instruments of the acquisition vehicle or vehicles that are issued in connection with such purchase). In connection with any such bid, (i) the Administrative Agent shall be authorized to form one or more acquisition vehicles and to assign any successful credit bid to such acquisition vehicle or vehicles, (ii) each of the Secured Partiesâ€™ ratable interests in the Obligations which were credit bid shall be deemed without any further action under this Agreement to be assigned to such vehicle or vehicles for the purpose of closing such sale, (iii) the Administrative Agent shall be authorized to adopt documents providing for the governance of the acquisition vehicle or vehicles (provided that any actions by the Administrative Agent with respect to such acquisition vehicle or vehicles, including any disposition of the assets or equity interests thereof, shall be governed, directly or indirectly, by, and the governing documents shall provide for, control by the vote of the Required Lenders or their permitted assignees under the terms of this Agreement or the governing documents of the applicable acquisition vehicle or vehicles, as the case may be, irrespective of the termination of this Agreement and without giving effect to the limitations on actions by the Required Lenders contained in Section 10.2 of this Agreement), (iv) the Administrative Agent on behalf of such acquisition vehicle or vehicles shall be authorized to issue to each of the Secured Parties, ratably on account of the relevant Obligations which were credit bid, interests, whether as equity, partnership interests, limited partnership interests or membership interests, in any such acquisition vehicle and/or debt instruments issued by such acquisition vehicle, all without the need for any Secured Party or acquisition vehicle to take any further action, and (v) to the extent that Obligations that are assigned to an acquisition vehicle are not used to acquire Collateral for any reason (as a result of another bid being higher or better, because the amount of Obligations assigned to the acquisition vehicle exceeds the amount of Obligations credit bid by the acquisition vehicle or otherwise), such Obligations shall automatically be reassigned to the Secured Parties pro rata with their original interest in such Obligations and the equity interests and/or debt instruments issued by any acquisition vehicle on account of such Obligations shall automatically be cancelled, without the need for any Secured Party or any acquisition vehicle to take any further action. Notwithstanding that the ratable portion of the Obligations of each Secured Party are deemed assigned to the acquisition vehicle or vehicles as set forth in clause (ii) above, each Secured Party shall execute such documents and provide such information regarding the Secured Party (and/or any designee of the Secured Party which will receive interests in or debt instruments issued by such acquisition vehicle) as the Administrative Agent may reasonably request in connection with the formation of any acquisition vehicle, the formulation or 132submission of any credit bid or the consummation of the transactions contemplated by such credit bid.Section 9.8 Erroneous Payments.(a)If the Administrative Agent (x) notifies a Lender, Issuing Bank or Secured Party, or any Person who has received funds on behalf of a Lender, Issuing Bank or Secured Party (any such Lender, Issuing Bank, Secured Party or other recipient (and each of their respective successors and assigns), a â€œPayment Recipientâ€) that the Administrative Agent has determined in its sole discretion (whether or not after receipt of any notice under immediately succeeding clause (b)) that any funds (as set forth in such notice from the Administrative Agent) received by such Payment Recipient from the Administrative Agent or any of its Affiliates were erroneously or mistakenly transmitted to, or otherwise erroneously or mistakenly received by, such Payment Recipient (whether or not known to such Lender, Issuing Bank, Secured Party or other Payment Recipient on its behalf) (any such funds, whether transmitted or received as a payment, prepayment or repayment of principal, interest, fees, distribution or otherwise, individually and collectively, an â€œErroneous Paymentâ€) and (y) demands in writing the return of such Erroneous Payment (or a portion thereof), such Erroneous Payment shall at all times remain the property of the Administrative Agent pending its return or repayment as contemplated below in this Section 9.8 and held in trust for the benefit of the Administrative Agent, and such Lender, Issuing Bank or Secured Party shall (or, with respect to any Payment Recipient who received such funds on its behalf, shall cause such Payment Recipient to) promptly, but in no event later than two Business Days thereafter (or such later date as the Administrative Agent may, in its sole discretion, specify in writing), return to the Administrative Agent the amount of any such Erroneous Payment (or portion thereof) as to which such a demand was made, in same day funds (in the currency so received), together with interest thereon (except to the extent waived in writing by the Administrative Agent) in respect of each day from and including the date such Erroneous Payment (or portion thereof) was received by such Payment Recipient to the date such amount is repaid to the Administrative Agent in same day funds at the greater of the Federal Funds Effective Rate and a rate determined by the Administrative Agent in accordance with banking industry rules on interbank compensation from time to time in effect. A notice of the Administrative Agent to any Payment Recipient under this clause (a) shall be conclusive, absent manifest error.(b)Without limiting immediately preceding clause (a), each Lender, Issuing Bank, Secured Party or any Person who has received funds on behalf of a Lender, Issuing Bank or Secured Party (and each of their respective successors and assigns), agrees that if it receives a payment, prepayment or repayment (whether received as a payment, prepayment or repayment of principal, interest, fees, distribution or otherwise) from the Administrative Agent (or any of its Affiliates) (x) that is in a different amount than, or on a different date from, that specified in this Agreement or in a notice of payment, prepayment or repayment sent by the Administrative Agent (or any of its Affiliates) with respect to such payment, prepayment or repayment, (y) that was not preceded or accompanied by a notice of payment, prepayment or repayment sent by the Administrative Agent (or any of its Affiliates), or (z) that such Lender, Issuing Bank or Secured 133Party, or other such recipient, otherwise becomes aware was transmitted, or received, in error or by mistake (in whole or in part), then in each such case: (i)it acknowledges and agrees that (A) in the case of immediately preceding clauses (x) or (y), an error and mistake shall be presumed to have been made (absent written confirmation from the Administrative Agent to the contrary) or (B) an error and mistake has been made (in the case of immediately preceding clause (z)), in each case, with respect to such payment, prepayment or repayment; and(ii)such Lender, Issuing Bank or Secured Party shall (and shall cause any other recipient that receives funds on its respective behalf to) promptly (and, in all events, within one Business Day of its knowledge of the occurrence of any of the circumstances described in immediately preceding clauses (x), (y) and (z)) notify the Administrative Agent of its receipt of such payment, prepayment or repayment, the details thereof (in reasonable detail) and that it is so notifying the Administrative Agent pursuant to this Section 9.8(b). For the avoidance of doubt, the failure to deliver a notice to the Administrative Agent pursuant to this Section 9.8(b) shall not have any effect on a Payment Recipientâ€™s obligations pursuant to Section 9.8(a) or on whether or not an Erroneous Payment has been made.(c)Each Lender, Issuing Bank or Secured Party hereby authorizes the Administrative Agent to set off, net and apply any and all amounts at any time owing to such Lender, Issuing Bank or Secured Party under any Loan Document, or otherwise payable or distributable by the Administrative Agent to such Lender, Issuing Bank or Secured Party under any Loan Document with respect to any payment of principal, interest, fees or other amounts, against any amount that the Administrative Agent has demanded to be returned under immediately preceding clause (a).(d)(i) In the event that an Erroneous Payment (or portion thereof) is not recovered by the Administrative Agent for any reason, after demand therefor in accordance with immediately preceding clause (a), from any Lender that has received such Erroneous Payment (or portion thereof) (and/or from any Payment Recipient who received such Erroneous Payment (or portion thereof) on its respective behalf) (such unrecovered amount, an â€œErroneous Payment Return Deficiencyâ€), upon the Administrative Agentâ€™s notice to such Lender at any time, then effective immediately (with the consideration therefor being acknowledged by the parties hereto), (A) such Lender shall be deemed to have assigned its Loans (but not its Commitments) with respect to which such Erroneous Payment was made (the â€œErroneous Payment Impacted Classâ€) in an amount equal to the Erroneous Payment Return Deficiency (or such lesser amount as the Administrative Agent may specify) (such assignment of the Loans (but not Commitments) of the Erroneous Payment Impacted Class, the â€œErroneous Payment Deficiency Assignmentâ€) (on a cashless basis and such amount calculated at par plus any accrued and unpaid interest (with the assignment fee to be waived by the Administrative Agent in

such instance)), and is hereby (together with the Borrower) deemed to execute and deliver an Assignment and Assumption (or, to the extent applicable, an agreement incorporating an Assignment and Assumption by reference pursuant to a Platform as to which the Administrative Agent and such parties are participants) 134with respect to such Erroneous Payment Deficiency Assignment, and such Lender shall deliver any Notes evidencing such Loans to the Borrower or the Administrative Agent (but the failure of such Person to deliver any such Notes shall not affect the effectiveness of the foregoing assignment), (B) the Administrative Agent as the assignee Lender shall be deemed to have acquired the Erroneous Payment Deficiency Assignment, (C) upon such deemed acquisition, the Administrative Agent as the assignee Lender shall become a Lender, as applicable, hereunder with respect to such Erroneous Payment Deficiency Assignment and the assigning Lender shall cease to be a Lender, as applicable, hereunder with respect to such Erroneous Payment Deficiency Assignment, excluding, for the avoidance of doubt, its obligations under the indemnification provisions of this Agreement and its applicable Commitments which shall survive as to such assigning Lender, (D) the Administrative Agent and the Borrower shall each be deemed to have waived any consents required under this Agreement to any such Erroneous Payment Deficiency Assignment, and (E) the Administrative Agent will reflect in the Register its ownership interest in the Loans subject to the Erroneous Payment Deficiency Assignment. For the avoidance of doubt, no Erroneous Payment Deficiency Assignment will reduce the Commitments of any Lender and such Commitments shall remain available in accordance with the terms of this Agreement. (ii)Subject to Section 10.4 (but excluding, in all events, any assignment consent or approval requirements (whether from the Borrower or otherwise)), the Administrative Agent may, in its discretion, sell any Loans acquired pursuant to an Erroneous Payment Deficiency Assignment and upon receipt of the proceeds of such sale, the Erroneous Payment Return Deficiency owing by the applicable Lender shall be reduced by the net proceeds of the sale of such Loan (or portion thereof), and the Administrative Agent shall retain all other rights, remedies and claims against such Lender (and/or against any recipient that receives funds on its respective behalf). In addition, an Erroneous Payment Return Deficiency owing by the applicable Lender (x) shall be reduced by the proceeds of prepayments or repayments of principal and interest, or other distribution in respect of principal and interest, received by the Administrative Agent on or with respect to any such Loans acquired from such Lender pursuant to an Erroneous Payment Deficiency Assignment (to the extent that any such Loans are then owned by the Administrative Agent) and (y) may, in the sole discretion of the Administrative Agent, be reduced by any amount specified by the Administrative Agent in writing to the applicable Lender from time to time.(e)The parties hereto agree that (x) irrespective of whether the Administrative Agent may be equitably subrogated, in the event that an Erroneous Payment (or portion thereof) is not recovered from any Payment Recipient that has received such Erroneous Payment (or portion thereof) for any reason, the Administrative Agent shall be subrogated to all the rights and interests of such Payment Recipient (and, in the case of any Payment Recipient who has received funds on behalf of a Lender, Issuing Bank or Secured Party, to the rights and interests of such Lender, Issuing Bank or Secured Party, as the case may be) under the Loan Documents with respect to such amount (the â€œErroneous Payment Subrogation Rightsâ€) (provided that the Loan Partiesâ€™ Obligations under the Loan Documents in respect of the Erroneous Payment Subrogation Rights shall not be duplicative of such Obligations in respect of Loans that have been assigned to the Administrative Agent under an Erroneous Payment Deficiency Assignment) and (y) an 135Erroneous Payment shall not pay, prepay, repay, discharge or otherwise satisfy any Obligations owed by the Borrower or any other Loan Party; provided that this Section 9.8 shall not be interpreted to increase (or accelerate the due date for), or have the effect of increasing (or accelerating the due date for), the Obligations of the Borrower relative to the amount (and/or timing for payment) of the Obligations that would have been payable had such Erroneous Payment not been made by the Administrative Agent; provided, further, that for the avoidance of doubt, immediately preceding clauses (x) and (y) shall not apply to the extent any such Erroneous Payment is, and solely with respect to the amount of such Erroneous Payment that is, comprised of funds received by the Administrative Agent from the Borrower for the purpose of making such Erroneous Payment.(f)To the extent permitted by applicable law, no Payment Recipient shall assert any right or claim to an Erroneous Payment, and hereby waives, and is deemed to waive, any claim, counterclaim, defense or right of set-off or recoupment with respect to any demand, claim or counterclaim by the Administrative Agent for the return of any Erroneous Payment received, including, without limitation, any defense based on â€œdischarge for valueâ€ or any similar doctrine.(g)Each partyâ€™s obligations, agreements and waivers under this Section 9.8 shall survive the resignation or replacement of the Administrative Agent, any transfer of rights or obligations by, or the replacement of, a Lender or Issuing Bank, the termination of the Commitments and/or the repayment, satisfaction or discharge of all Obligations (or any portion thereof) under any Loan Document.ARTICLE XMISCELLANEOUSSection 10.1 Notices. (a) All notices and other communications provided for herein shall be in writing and shall be delivered by hand or overnight courier service, mailed by certified or registered mail or sent by telecopy (or other facsimile transmission or other electronic transmission (e.g., .pdf via e-mail)), as follows:(i)if to the Borrower or any Guarantor, to the Borrower at:Cloudflare, Inc. 101 Townsend StreetSan Francisco, California 94107Attention: Thomas Seifert, Chief Financial OfficerEmail: corporate-legal@cloudflare.com; treasury@cloudflare.com with a copy (which shall not constitute notice) to:Wilson Sonsini Goodrich & RosatiOne Market PlazaSpear Tower, Floor 3300136San Francisco,Â CaliforniaÂ 94105-1126Attention: John MaoEmail: jmao@wsgr.com(ii)if to the Administrative Agent, the Collateral Agent or the Swing Line Lender, to it at:Citibank, N.A.6400 Las Colinas Blvd.Irving, TX 75039Attention: SyndicationsFax: 866-634-5642Email: clo.cbgdlo@citi.comwith a copy (which shall not constitute notice) to:Weil, Gotshal & Manges LLP767 Fifth AvenueNew York, New York 10153Attention: Justin D. LeeEmail: Justin.D.Lee@weil.com(iii)if to any Issuing Bank, to it at its address (or telecopy or other facsimile transmission or other electronic transmission (e.g., .pdf via e-mail) number or address) most recently specified by it in a notice delivered to the Administrative Agent and the Borrower (or, in the absence of any such notice, to the address (or telecopy or other facsimile or other electronic transmission (e.g., .pdf via e-mail) number or address) set forth in the Administrative Questionnaire of the Lender that is serving as such Issuing Bank or is an Affiliate thereof); and(iv)if to any other Lender, to it at its address (or telecopy or other facsimile or other electronic transmission (e.g., .pdf via e-mail) number or address) set forth in its Administrative Questionnaire.Notices and other communications sent by hand or overnight courier service, or mailed by certified or registered mail, shall be deemed to have been given when received; notices and other communications sent by telecopy (or other facsimile transmission or other electronic transmission (e.g., .pdf via e-mail)) shall be deemed to have been given when sent (except that, if not given during normal business hours for the recipient, shall be deemed to have been given at the opening of business on the next business day for the recipient). Notices and other communications delivered through electronic communications to the extent provided in subsection (b) below, shall be effective as provided in such subsection (b).(b)Notices and other communications to the Lenders, Swing Line Lender and Issuing Banks hereunder may be delivered or furnished by electronic communications pursuant to procedures approved by the Administrative Agent; provided that the foregoing shall not apply 137to notices pursuant to Article II unless otherwise agreed by the Administrative Agent and the applicable Lender, Swing Line Lender and applicable Issuing Bank. The Administrative Agent or the Borrower may, in its discretion, agree to accept notices and other communications to it hereunder by electronic communications pursuant to procedures approved by it; provided that approval of such procedures may be limited to particular notices or communications.(c)Any party hereto may change its address or telecopy (or other facsimile transmission or other electronic transmission) number or address for notices and other communications hereunder by notice to the other parties hereto. All notices and other communications given to any party hereto in accordance with the provisions of this Agreement shall be deemed to have been given on the date of receipt.The Borrower agrees that the Administrative Agent may make the Communications (as defined below) available to the Lenders by posting the Communications on Debt Domain, IntraLinks, Syndtrak, ClearPar or another similar electronic system (the â€œPlatformâ€). THE PLATFORM IS PROVIDED â€œAS ISâ€ AND â€œAS AVAILABLE.â€ The Agent Parties (as defined below) do not warrant the adequacy of the Platform and expressly disclaim liability for errors or omissions in the communications effected thereby (the â€œCommunicationsâ€). No warranty of any kind, express, implied or statutory, including any warranty of merchantability, fitness for a particular purpose, non-infringement of third-party rights or freedom from viruses or other code defects, is made by any Agent Party in connection with the Communications or the Platform. In no event shall the Administrative Agent or any of its Related Parties (collectively, the â€œAgent Partiesâ€) be responsible or liable for damages arising from the unauthorized use by others of information or other materials obtained through internet, electronic, telecommunications or other information transmission, except to the extent that such damages have resulted from the willful misconduct or gross negligence of such Agent Party (as determined in a final, non-appealable judgment by a court of competent jurisdiction). Each Lender and each Issuing Bank agrees that notice to it (as provided in the next sentence) specifying that Communications have been posted to the Platform shall constitute effective delivery of the Communications to such Lender for purposes of the Loan Documents. Each Lender and Issuing Bank agrees (i) to notify the Administrative Agent in writing (which could be in the form of electronic communication) from time to time of such Lenderâ€™s or Issuing Bankâ€™s (as applicable) email address to which the foregoing notice may be sent by electronic transmission and (ii) that the foregoing notice may be sent to such email address.Section 10.2 Waivers; Amendments. (a) No failure or delay by any Agent, any Issuing Bank or any Lender in exercising any right or power hereunder shall operate as a waiver thereof, nor shall any single or partial exercise of any such right or power, or any abandonment or discontinuance of steps to enforce such a right or power, preclude any other or further exercise thereof or the exercise of any other right or power. The rights and remedies of the Agent, the Issuing Banks and the Lenders hereunder are cumulative and are not exclusive of any rights or remedies that they would otherwise have. No waiver of any provision of this Agreement or any other Loan Document or consent to any departure by the Borrower or other Loan Party therefrom shall in any event be effective unless the same shall be permitted by paragraph (b) of this Section, and then such waiver or consent shall be effective only in the specific instance and for 138the purpose for which given. Without limiting the generality of the foregoing, the making of a Loan or issuance, amendment, extension or increase of a Letter of Credit shall not be construed as a waiver of any Default, regardless of whether any Agent, any Lender or the applicable Issuing Bank may have had notice or knowledge of such Default at the time.(b)Except as provided in Section 2.13, none of this Agreement, any other Loan Document or any provision hereof or thereof may be waived, amended or modified except pursuant to an agreement or agreements in writing entered into by the Borrower and the Required Lenders or by the Borrower and the Administrative Agent with the consent of the Required Lenders; provided, however, that, subject to Section 2.13, no such amendment, waiver or consent shall: (i) extend or increase the Commitment of any Lender or require any Lender to make Revolving Loans denominated in any currency other than Dollars, in each case, without the written consent of such Lender, (ii) reduce the principal amount of any Loan, reduce the rate of interest thereon, or reduce any reimbursement obligation in respect of any Letter of Credit, or reduce any fees payable hereunder, without the written consent of each Lender and Issuing Bank directly affected thereby, (iii) postpone the scheduled date of payment of the principal amount of any Loan, or any interest thereon, or any fees payable hereunder, or reduce the amount of, waive or excuse any such payment, or postpone the scheduled date of expiration of any Commitment, without the written consent of each Lender directly affected thereby; provided, however, that notwithstanding clause (ii) or (iii) of this Section 10.2(b), only the consent of the Required Lenders shall be necessary to waive any obligation of the Borrower to pay interest at the default rate set forth in Section 2.12(c), (iv) change Section 2.17(b), Section 2.17(c) or any other Section hereof providing for the ratable treatment of the Lenders, or Section 5.4 of the Security Agreement, in each case in a manner that would alter the â€œwaterfallâ€ or the pro rata sharing of payments required thereby, without the written consent of each Lender, (v) release all or substantially all of the value of any Guaranty or the Collateral, without the written consent of each Lender, except to the extent the release of any Guarantor or any Collateral is permitted pursuant to Article IX or Section 10.17 (in which case such release may be made by the Administrative Agent or the Collateral Agent, as applicable, acting alone), (vi) change any of the provisions of this Section or the percentage referred to in the definition of â€œRequired Lendersâ€ or any other provision hereof specifying the number or percentage of Lenders required to waive, amend or modify any rights hereunder or make any determination or grant any consent hereunder, without the written consent of each Lender, (vii) extend the stated expiration date of any Letter of Credit beyond the Maturity Date without the written consent of the applicable Issuing Bank, each Lender directly affected thereby, and the beneficiary(ies) of such Letter of Credit, (viii) change the definitions of â€œPro Rata Shareâ€ or â€œAlternative Currencyâ€, in each case, without the written consent of each Lender or (ix) subordinate the Obligations in right of payment with respect to any other Indebtedness and/or subordinate the Liens securing the Obligations with respect to any other Lien (except Liens securing (i) Indebtedness that is expressly permitted by this Agreement to be senior to the Obligations and/or be secured by Liens that are senior to the Liens securing the Obligations or (ii) debtor-in-possession financing or any equivalent thereof) without the written consent of each Lender. Notwithstanding anything to the contrary herein, (A) no such agreement shall amend, modify or otherwise affect the rights or duties of the Agent hereunder without the prior written consent of such Agent, (B) no such amendment shall amend, modify, terminate or waive any obligation of Lenders relating to the 139purchase of participations in Letters of Credit as provided in Section 2.4(d) without the written consent of the Administrative Agent and of each Issuing Bank, and no such agreement shall amend, modify or otherwise affect the rights or duties of any Issuing Bank hereunder without the prior written consent of such Issuing Bank, (C) no such amendment shall amend, modify, terminate or waive any provision hereof relating to the Swing Line Sublimit or the Swing Line Loans without the consent of Swing Line Lender, (D) no Defaulting Lender shall have any right to approve or disapprove any amendment, waiver or consent hereunder (and any amendment, waiver or consent which by its terms requires the consent of all Lenders or each affected Lender may be effected with the consent of the applicable Lenders other than Defaulting Lenders), except that (x) the Commitment of any Defaulting Lender may not be increased or the termination thereof extended without the consent of such Lender, (y) the principal amount of any Defaulting Lenderâ€™s Loan, or the interest rate thereon or any fees payable hereunder to any Defaulting Lender may not be reduced without the consent of such Lender and (z) any waiver, amendment or modification requiring the consent of all Lenders or each affected Lender that by its terms affects any Defaulting Lender more adversely than other affected Lenders shall require the consent of such Defaulting Lender, (E) this Agreement may be amended to provide for a Commitment Increase in the manner contemplated by Section 2.19 and the extension of the Maturity Date as contemplated by Section 2.20, (F) the provisions of Section 2.19 requiring the Borrower to offer a Commitment Increase to the Lenders prior to any other Person may be amended or waived with the consent of the Required Lenders and (G) any provision of this Agreement or any other Loan Document may be amended by an agreement in writing entered into by the Borrower and the Administrative Agent to cure any jointly identified ambiguity, omission, defect or inconsistency.Section 10.3 Expenses; Indemnity; Damage Waiver. (a) The Borrower shall pay (i) all reasonable and documented out-of-pocket expenses incurred by the Agents, the Arrangers, the Bookrunner and their respective Affiliates, including the reasonable and documented fees, disbursements and other charges of one firm of counsel for the Agents, the Arrangers, the Bookrunner and their respective Affiliates, taken as a whole, (and if reasonably necessary (as determined by the Administrative Agent), of a single local counsel in each appropriate jurisdiction) in connection with the syndication of the credit facilities provided for herein, the preparation, execution, delivery and administration of this Agreement, any other Loan Document or any amendments, modifications or waivers of the provisions hereof or thereof (whether or not the transactions contemplated hereby or thereby shall be consummated), and (ii)Â all documented out-of-pocket expenses incurred by the Agents, the Arrangers, the Bookrunner, each Issuing Bank and each Lender, including the fees, disbursements and other charges of one firm of counsel for the Agents and the Lenders, taken as a whole, (and if reasonably necessary (as determined by the Administrative Agent in consultation with the Borrower), of a single local counsel in each appropriate jurisdiction and in the case of an actual or potential conflict of interest where the Agents or any Lender affected by such conflict informs the Borrower of such conflict and thereafter retains its own counsel, of another firm of counsel for such affected person), in connection with the enforcement or protection of its rights in connection with this Agreement or any other Loan Document, including its rights under this Section, or in connection with the Loans made, or Letters of Credit issued hereunder, including all such out-of-pocket 140expenses incurred during any workout, restructuring or negotiations in respect of such Loans or Letters of Credit.(b)Each Loan Party shall indemnify the Agents, the Arrangers, the Bookrunner, each Issuing Bank and each Lender, and each Related Party of any of the foregoing Persons (each such Person being called an â€œIndemniteeâ€) against, and hold each Indemnitee harmless from, any and all losses, claims, damages, liabilities, costs or reasonable and documented expenses, including the fees, charges and disbursements of one firm of counsel for all Indemnitees, taken as a whole (and if reasonably necessary (as determined by the Administrative Agent in consultation with the Borrower), of a single local counsel in each appropriate jurisdiction and in the case of an actual or potential conflict of interest where the Indemnitee affected by such conflict informs the Borrower of such conflict and thereafter retains its own counsel, of another firm of counsel for such affected Indemnitee), incurred by or asserted against any Indemnitee by any third party or by the Borrower or any other Loan Party arising out of, in connection with, or as a result of (i) the execution or delivery of this Agreement, any other Loan Document or any agreement or instrument contemplated hereby, the performance by the parties hereto of their respective obligations hereunder or the consummation of the Transactions or any other transactions contemplated hereby, or, in the case of the Administrative Agent (and any sub-agent thereof) and its Related Parties only, the administration of this Agreement and the other Loan Documents, (ii)Â any Loan or Letter of Credit or the use of the proceeds thereof (including any refusal by the Issuing Bank to honor a demand for payment under a Letter of Credit if the documents presented in connection with such demand do not strictly comply with the terms of such Letter of Credit), (iii) any actual or alleged presence or release of Hazardous Materials on or from any

property owned, leased or operated by the Borrower or any of its Subsidiaries, or any Environmental Liability related in any way to the Borrower or any of its Subsidiaries, or (iv) any actual or prospective claim, litigation, investigation or proceeding relating to any of the foregoing, whether based on contract, tort or any other theory and regardless of whether any Indemnitee is a party thereto (and regardless of whether such matter is initiated by a third party or the Borrower or any Affiliate of the Borrower); provided that such indemnity shall not, as to any Indemnitee, be available (w) with respect to Taxes (and amounts relating thereto), the indemnification for which shall be governed solely and exclusively by Sections 2.14 and 2.16, other than any Taxes that represent losses, claims or damages arising from any non-Tax claim, (x) to the extent that such losses, claims, damages, liabilities, costs or reasonable and documented expenses are determined by a court of competent jurisdiction by final and non-appealable judgment to have resulted from the gross negligence or willful misconduct of such Indemnitee, (y) if arising from a material breach by such Indemnitee or one of its Affiliates of its express obligations under this Agreement or any other Loan Document (as determined by a court of competent jurisdiction by final and non-appealable judgment), or (z) if arising from any dispute between and among Indemnitees that does not involve an act or omission by the direct parent of the Borrower, the Borrower or any of its Subsidiaries (as determined by a court of competent jurisdiction by final and non-appealable judgment) other than any proceeding against any Agent, the Collateral Agent, the Arrangers, the Bookrunner or the Issuing Banks in such capacity.141(c)To the extent that any Loan Party fails to pay any amount required to be paid by it to the Agents or the Issuing Banks under paragraph (a) or (b) of this Section, each Lender severally agrees to pay to the Issuing Bank or such Agent, as the case may be, such Lenderâ€™s Applicable Percentage (determined as of the time that the applicable unreimbursed expense or indemnity payment is sought) of such unpaid amount; provided that the unreimbursed expense or indemnified loss, claim, damage, liability or related expense, as the case may be, was incurred by or asserted against such Agent or the Issuing Banks in its capacity as such.(d)Without limiting in any way the indemnification obligations of the Loan Parties pursuant to Section 10.3(b) or of the Lenders pursuant to Section 10.3(c), to the extent permitted by applicable law, each party hereto shall not assert, and hereby waives, any claim against any Indemnitee or the Borrower or any of its Subsidiaries, on any theory of liability, for special, indirect, consequential or punitive damages (as opposed to direct or actual damages) arising out of, in connection with, or as a result of, this Agreement, any other Loan Document or any agreement or instrument contemplated hereby, the Transactions or any Loan or Letter of Credit or the use of the proceeds thereof. No Indemnitee shall be liable for (i) any indirect, special, exemplary, incidental, punitive or consequential damages (including any loss of profits, business or anticipated savings) which may be alleged as a result of this Agreement, any other Loan Document or any agreement or instrument contemplated hereby, the Transactions, any Loan or Letter of Credit or the use of the proceeds thereof and (ii) any damages arising from the use by unintended recipients of any information or other materials distributed to such unintended recipients by such Indemnitee through telecommunications, electronic or other information transmission systems in connection with this Agreement or the other Loan Documents or the transactions contemplated hereby or thereby other than for direct or actual damages resulting from the gross negligence or willful misconduct of such Indemnitee as determined by a final and non-appealable judgment of a court of competent jurisdiction.(e)All amounts due under this Section shall be payable promptly after written demand therefor.Section 10.4 Successors and Assigns. (a) The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns permitted hereby, except that (i) the Borrower may not assign or otherwise transfer any of its rights or obligations hereunder without the prior written consent of each Lender and each Issuing Bank (and any attempted assignment or transfer by the Borrower without such consent shall be null and void) and (ii) no Lender may assign or otherwise transfer its rights or obligations hereunder except in accordance with this Section. Nothing in this Agreement, expressed or implied, shall be construed to confer upon any Person (other than the parties hereto, their respective successors and assigns permitted hereby, Participants (to the extent provided in paragraph (c) of this Section) and, to the extent expressly contemplated hereby, the Related Parties of each of the Agent and the Lenders) any legal or equitable right, remedy or claim under or by reason of this Agreement.(b)(i) Subject to the conditions set forth in paragraph (b)(ii) below, any Lender may assign to one or more assignees (but not to the Borrower or an Affiliate thereof or 142any natural person) all or a portion of its rights and obligations under this Agreement (including all or a portion of its Commitment and the Loans at the time owing to it) with the prior written consent (such consent not to be unreasonably withheld or delayed) of:(A)the Borrower, provided that no consent of the Borrower shall be required for an assignment to a Lender, an Affiliate of a Lender, an Approved Fund or, if an Event of Default has occurred and is continuing, any other assignee and provided further that the Borrower shall be deemed to have consented to any such assignment unless it shall object thereto by written notice to the Administrative Agent within five (5) Business Days after having received notice thereof; and(B)the Administrative Agent, each Issuing Bank and Swing Line Lender.(ii)Assignments shall be subject to the following additional conditions:(A)except in the case of an assignment to a Lender or an Affiliate of a Lender or an assignment of the entire remaining amount of the assigning Lenderâ€™s Commitment or Loans, the amount of the Commitment or Loans of the assigning Lender subject to each such assignment (determined as of the date the Assignment and Assumption with respect to such assignment is delivered to the Administrative Agent) shall not be less than $5,000,000 (or a greater amount that is an integral multiple of $1,000,000) unless each of the Borrower and the Administrative Agent otherwise consent; provided that no such consent of the Borrower shall be required if an Event of Default has occurred and is continuing;(B)each partial assignment shall be made as an assignment of a proportionate part of all the assigning Lenderâ€™s rights and obligations under this Agreement;(C)the parties to each assignment shall execute and deliver to the Administrative Agent an Assignment and Assumption, together with a processing and recordation fee of $3,500;(D)the assignee, if it shall not be a Lender, shall deliver to the Administrative Agent any tax forms required by Section 2.16(e) and an Administrative Questionnaire in which the assignee designates one or more credit contacts to whom all syndicate-level information (which may contain material non-public information about the Borrower and its Related Parties or their respective securities) will be made available and who may receive such information in accordance with the assigneeâ€™s compliance procedures and applicable laws, including Federal and state securities laws;(E)no such assignment shall be made to (i) any Loan Party nor any Affiliate of a Loan Party or (ii) any Defaulting Lender or any of its subsidiaries, or any Person, who, upon becoming a Lender hereunder, would constitute any of the foregoing Persons described in this clause (ii); and143(F)in connection with any assignment of rights and obligations of any Defaulting Lender hereunder, no such assignment shall be effective unless and until, in addition to the other conditions thereto set forth herein, the parties to the assignment shall make such additional payments to the Administrative Agent in an aggregate amount sufficient, upon distribution thereof as appropriate (which may be outright payment, purchases by the assignee of participations or subparticipations, or other compensating actions, including funding, with the consent of the Borrower and the Administrative Agent, the applicable pro rata share of Loans previously requested but not funded by the Defaulting Lender, to each of which the applicable assignee and assignor hereby irrevocably consent), to (x) pay and satisfy in full all payment liabilities then owed by such Defaulting Lender to the Administrative Agent or any Lender hereunder (and interest accrued thereon), and (y) acquire (and fund as appropriate) its full pro rata share of all Loans in accordance with its Applicable Percentage. Notwithstanding the foregoing, in the event that any assignment of rights and obligations of any Defaulting Lender hereunder shall become effective under applicable Law without compliance with the provisions of this paragraph, then the assignee of such interest shall be deemed to be a Defaulting Lender for all purposes of this Agreement until such compliance occurs.For the purposes of this Section, the term â€œApproved Fundâ€ has the following meaning:â€œApproved Fundâ€ means any Person (other than a natural person) that is engaged in making, purchasing, holding or investing in bank loans and similar extensions of credit in the ordinary course of its business and that is administered or managed by (a) a Lender, (b) an Affiliate of a Lender or (c) an entity or an Affiliate of an entity that administers or manages a Lender.(iii)Subject to acceptance and recording thereof pursuant to paragraph (b)(iv) of this Section, from and after the effective date specified in each Assignment and Assumption the assignee thereunder shall be a party hereto and, to the extent of the interest assigned by such Assignment and Assumption, have the rights and obligations of a Lender under this Agreement, and the assigning Lender thereunder shall, to the extent of the interest assigned by such Assignment and Assumption, be released from its obligations under this Agreement (and, in the case of an Assignment and Assumption covering all of the assigning Lenderâ€™s rights and obligations under this Agreement, such Lender shall cease to be a party hereto but shall continue to be entitled to the benefits of Section 2.14, Section 2.15, Section 2.16 and Section 10.3); provided that except to the extent otherwise expressly agreed by the affected parties, no assignment by a Defaulting Lender will constitute a waiver or release of any claim of any party hereunder arising from that Lenderâ€™s having been a Defaulting Lender; provided, further, that an assignee shall not be entitled to receive any greater payment under Section 2.14 or Section 2.16 than the applicable assigning Lender would have been entitled to receive with respect to the interest sold to such assignee except to the extent such entitlement to receive a greater payment results from a Change in Law that occurs after the assignee acquired the applicable interest. Any assignment or transfer by a Lender of rights or obligations under 144this Agreement that does not comply with this Section shall be treated for purposes of this Agreement as a sale by such Lender of a participation in such rights and obligations in accordance with paragraph (c) of this Section.(iv)The Administrative Agent, acting for this purpose as a non-fiduciary agent of the Borrower, shall maintain at one of its offices a copy of each Assignment and Assumption delivered to it and a register for the recordation of the names and addresses of the Lenders, and the Commitment of, and amounts on the Loans owing to, and drawings under Letters of Credit owing to, each Lender pursuant to the terms hereof from time to time (the â€œRegisterâ€). The entries in the Register shall be conclusive (absent manifest error), and the Borrower, the Administrative Agent, the Issuing Banks and the Lenders shall treat each Person whose name is recorded in the Register pursuant to the terms hereof as a Lender hereunder for all purposes of this Agreement, notwithstanding notice to the contrary. The Register is intended to establish that each Commitment, Loan, Letter of Credit or other obligation is in registered form under Section 5f.103-1(c) of the United States Treasury Regulations. The Register shall be available for inspection by the Borrower, any Issuing Bank and any Lender, at any reasonable time and from time to time upon reasonable prior notice. The Borrower agrees to indemnify the Administrative Agent from and against any and all losses, claims, damages and liabilities of whatsoever nature which may be imposed on, asserted against or incurred by the Administrative Agent in performing its duties under this Section 10.4(b)(iv), except to the extent that such losses, claims, damages or liabilities are determined by a court of competent jurisdiction by final and non-appealable judgment to have resulted from the gross negligence or willful misconduct of the Administrative Agent. The Loans (including principal and interest) are registered obligations and the right, title, and interest of any Lender or its assigns in and to such Loans shall be transferable only upon notation of such transfer in the Register.(v)Upon its receipt of a duly completed Assignment and Assumption executed by an assigning Lender and an assignee, the assigneeâ€™s completed Administrative Questionnaire and any tax forms required by Section 2.16(e) (unless the assignee shall already be a Lender hereunder), the processing and recordation fee referred to in paragraph (b) of this Section and any written consent to such assignment required by paragraph (b) of this Section, the Administrative Agent shall accept such Assignment and Assumption and record the information contained therein in the Register; provided that if either the assigning Lender or the assignee shall have failed to make any payment required to be made by it pursuant to Section 2.6(b), Section 2.17(d) or Section 10.3(c), the Administrative Agent shall have no obligation to accept such Assignment and Assumption and record the information therein in the Register unless and until such payment shall have been made in full, together with all accrued interest thereon. No assignment shall be effective for purposes of this Agreement unless it has been recorded in the Register as provided in this paragraph.(c)(i) Any Lender may, without the consent of, or notice to, the Borrower, the Administrative Agent, any Swing Line Lender or any Issuing Bank, sell participations to one or 145more banks or other entities (but not to the Borrower or an Affiliate thereof or any natural person) (a â€œParticipantâ€) in all or a portion of such Lenderâ€™s rights and obligations under this Agreement (including all or a portion of its Commitment and the Loans owing to it); provided that (A) such Lenderâ€™s obligations under this Agreement shall remain unchanged, (B) such Lender shall remain solely responsible to the other parties hereto for the performance of such obligations and (C) the Borrower, the Administrative Agent and the other Lenders shall continue to deal solely and directly with such Lender in connection with such Lenderâ€™s rights and obligations under this Agreement. Any agreement or instrument pursuant to which a Lender sells such a participation shall provide that such Lender shall retain the sole right to enforce this Agreement and to approve any amendment, modification or waiver of any provision of this Agreement or any other Loan Document; provided that such agreement or instrument may provide that such Lender will not, without the consent of the Participant, agree to any amendment, modification or waiver described in the first proviso to Section 10.2(b) that affects such Participant. Subject to paragraph (c)(ii) of this Section, the Borrower agrees that each Participant shall be entitled to the benefits of Section 2.14, Section 2.15 and Section 2.16 (subject to the requirements and limitations therein, including the requirements under Section 2.16(e) (it being understood and agreed that the documentation required under Section 2.16(e) shall be delivered to the participating Lender)) to the same extent as if it were a Lender and had acquired its interest by assignment pursuant to paragraph (b) of this Section; provided that such Participant agrees to be subject to the provisions of Section 10.12 as if it were an assignee under paragraph (b) of this Section. To the extent permitted by law, each Participant also shall be entitled to the benefits of Section 10.8 as though it were a Lender, provided that such Participant agrees to be subject to Section 2.17(c) as though it were a Lender. (ii)The Borrower agrees that each Participant shall be entitled to the benefits of Sections 2.14 and 2.16 (subject to the requirements and limitations therein, including the requirements under Section 2.16(e) (it being understood that the documentation required under Section 2.16(e) shall be delivered to the participating Lender)) to the same extent as if it were a Lender and had acquired its interest by assignment pursuant to paragraph (b) of this Section; provided, that a Participant shall not be entitled to receive any greater payment under Section 2.14 or Section 2.16 than the applicable Lender would have been entitled to receive with respect to the participation sold to such Participant except to the extent such entitlement to receive a greater payment results from a Change in Law that occurs after the Participant acquired the applicable participation.(iii)Each Lender that sells a participation shall, acting solely for United States federal income tax purposes as a non-fiduciary agent of the Borrower, maintain a register on which it enters the name and address of each Participant and the principal amounts (and stated interest) of each Participantâ€™s interest in the Loans or other obligations under the Loan Documents (the â€œParticipant Registerâ€); provided that no Lender shall have any obligation to disclose all or any portion of the Participant Register (including the identity of any Participant or any information relating to a Participantâ€™s interest in any Commitments, Loans, Letters of Credit or its other obligations under any Loan Document) to any Person except to the extent that such disclosure is necessary to establish that such Commitment, Loan, Letter of Credit or other obligation is in registered 146form under Section 5f.103-1(c) of the United States Treasury Regulations. The entries in the Participant Register shall be conclusive absent manifest error, and such Lender shall treat each Person whose name is recorded in the Participant Register as the owner of such participation for all purposes of this Agreement notwithstanding any notice to the contrary. For the avoidance of doubt, the Administrative Agent (in its capacity as Administrative Agent) shall have no responsibility for maintaining a Participant Register.(d)Any Lender may at any time pledge or assign a security interest in all or any portion of its rights under this Agreement to secure obligations of such Lender, including any pledge or assignment to secure obligations to a Federal Reserve Bank, and this Section shall not apply to any such pledge or assignment of a security interest; provided that no such pledge or assignment of a security interest shall release a Lender from any of its obligations hereunder or substitute any such pledgee or assignee for such Lender as a party hereto.Section 10.5 Survival. All covenants, agreements, representations and warranties made by the Loan Parties herein or in the other Loan Documents and in the certificates or other instruments delivered in connection with or pursuant to this Agreement or any other Loan Document shall be considered to have been relied upon by the other parties hereto and shall survive the execution and delivery of this Agreement and the making of any Loans and issuance or any Letters of Credit, regardless of any investigation made by any such other party or on its behalf and notwithstanding that the Agent, the Issuing Bank or any Lender may have had notice or knowledge of any Default or incorrect representation or warranty at the time any Loan Document is executed and delivered or any credit is extended hereunder, and shall continue in full force and effect as long as the principal of or any accrued interest on any Loan or any fee or any other amount payable under this Agreement is outstanding and unpaid or any Letter of Credit is outstanding and so long as the Commitments have not expired or terminated. The provisions of Section 2.14, Section 2.15, Section 2.16 and Section 10.3 and Article IX shall survive and remain in full force and effect regardless of the consummation of the transactions contemplated hereby, the repayment of the Loans, the expiration or termination of the Commitments, the cancellation or expiration of the Letters of Credit and the reimbursement of any amounts drawn thereunder, the resignation of any Agent, the replacement of any Lender, or the termination of this Agreement or any provision hereof.Section 10.6 Integration. This Agreement, the other Loan Documents and any separate letter agreements with respect to fees payable by the Borrower or any other Loan Party or the Issuing Bank Sublimit of any Issuing Bank constitute the entire contract among the parties relating to the subject matter hereof and supersede any and all previous agreements and understandings, oral or written, relating to the subject matter hereof. Section 10.7 Severability. Any provision of this Agreement held to be invalid, illegal or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such invalidity, illegality or unenforceability without affecting the validity, legality and enforceability of the remaining provisions hereof; and the invalidity of a particular provision in a particular jurisdiction shall not invalidate such provision in any other jurisdiction. Without limiting the foregoing provisions of this Section, if and to the extent that the enforceability of any 147provisions in this Agreement relating to Defaulting Lenders shall be limited by Debtor Relief Laws, as determined in good faith

by the Administrative Agent, then such provisions shall be deemed to be in effect only to the extent not so limited.Section 10.8 Right of Setoff. If an Event of Default shall have occurred and be continuing, each Lender, each Issuing Bank and each of its respective Affiliates is hereby authorized at any time and from time to time, to the fullest extent permitted by applicable law, to set off and apply any and all deposits (general or special, time or demand, provisional or final, in whatever currency) or other amounts at any time held by, and other obligations (in whatever currency) at any time owing by such Lender, Issuing Bank or Affiliate to or for the credit or the account of any Loan Party against any of and all the obligations of such Loan Party now or hereafter existing under this Agreement or any other Loan Document held by such Lender or Issuing Bank, irrespective of whether or not such Lender or Issuing Bank shall have made any demand under this Agreement or such other Loan Document and although such obligations may be unmatured; provided that in the event that any Defaulting Lender shall exercise any such right of setoff, (x) all amounts so set off shall be paid over immediately to the Administrative Agent for further application in accordance with the provisions of Section 2.21 and, pending such payment, shall be segregated by such Defaulting Lender from its other funds and deemed held in trust for the benefit of the Administrative Agent, the Issuing Banks and the Lenders, and (y) the Defaulting Lender shall provide promptly to the Administrative Agent a statement describing in reasonable detail the obligations owing to such Defaulting Lender as to which it exercised such right of setoff. The rights of each Lender and Issuing Bank under this Section are in addition to other rights and remedies (including other rights of setoff) which such Lender or Issuing Bank may have. Each Lender and Issuing Bank agrees to notify the Borrower and the Administrative Agent promptly after any such setoff and application; provided that the failure to give such notice shall not affect the validity of such setoff and application.Section 10.9 Governing Law; Jurisdiction; Consent to Service of Process. (a) THIS AGREEMENT AND THE OTHER LOAN DOCUMENTS AND ANY CLAIM, CONTROVERSY OR DISPUTE UNDER, ARISING OUT OF OR RELATING TO THIS AGREEMENT OR THE OTHER LOAN DOCUMENTS AND THE TRANSACTIONS CONTEMPLATED HEREBY AND THEREBY, WHETHER BASED IN CONTRACT (AT LAW OR IN EQUITY), TORT OR ANY OTHER THEORY, SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAW OF THE STATE OF NEW YORK WITHOUT GIVING EFFECT TO ANY CHOICE OF LAW OR CONFLICT OF LAW PROVISION OR RULE OF ANY JURISDICTION THAT WOULD CAUSE THE APPLICATION OF THE LAW OF ANY OTHER JURISDICTION.(b)Each of the parties hereto hereby irrevocably and unconditionally submits, for itself and its property, to the exclusive jurisdiction of the United States District Court for the Southern District of New York sitting in the borough of Manhattan (or if such court lacks jurisdiction, the Supreme Court of the State of New York sitting in the borough of Manhattan) and any appellate court from any thereof, in any action or proceeding arising out of or relating to this Agreement or any other Loan Document, or for recognition or enforcement of any judgment, 148and each of the parties hereto hereby irrevocably and unconditionally agrees that all claims in respect of any such action or proceeding shall be heard and determined, exclusively in such Federal (to the extent permitted by law) or New York State court. Each of the parties hereto agrees that a final judgment in any such action or proceeding shall be conclusive and may be enforced in other jurisdictions by suit on the judgment or in any other manner provided by law. Nothing in this Agreement or in any other Loan Document shall affect any right that any Agent, the Issuing Bank or any Lender may otherwise have to bring any action or proceeding relating to this Agreement against any Loan Party or its properties in the courts of any jurisdiction.(c)Each Loan Party hereby irrevocably and unconditionally waives, to the fullest extent it may legally and effectively do so, any objection which it may now or hereafter have to the laying of venue of any suit, action or proceeding arising out of or relating to this Agreement in any court referred to in paragraph (b) of this Section. Each of the parties hereto hereby irrevocably waives, to the fullest extent permitted by law, the defense of an inconvenient forum to the maintenance of such action or proceeding in any such court.(d)Each party to this Agreement irrevocably consents to service of process in the manner provided for notices in Section 10.1. Nothing in this Agreement will affect the right of any party to this Agreement to serve process in any other manner permitted by law.Section 10.10 WAIVER OF JURY TRIAL. EACH PARTY HERETO HEREBY IRREVOCABLY WAIVES, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, ANY RIGHT IT MAY HAVE TO A TRIAL BY JURY IN ANY LEGAL PROCEEDING DIRECTLY OR INDIRECTLY ARISING OUT OF OR RELATING TO THIS AGREEMENT, ANY OTHER LOAN DOCUMENT OR THE TRANSACTIONS CONTEMPLATED HEREBY (WHETHER BASED ON CONTRACT, TORT OR ANY OTHER THEORY). EACH PARTY HERETO (A) CERTIFIES THAT NO REPRESENTATIVE, AGENT OR ATTORNEY OF ANY OTHER PARTY HAS REPRESENTED, EXPRESSLY OR OTHERWISE, THAT SUCH OTHER PARTY WOULD NOT, IN THE EVENT OF LITIGATION, SEEK TO ENFORCE THE FOREGOING WAIVER AND (B) ACKNOWLEDGES THAT IT AND THE OTHER PARTIES HERETO HAVE BEEN INDUCED TO ENTER INTO THIS AGREEMENT BY, AMONG OTHER THINGS, THE MUTUAL WAIVERS AND CERTIFICATIONS IN THIS SECTION.Section 10.11 Headings. Article and Section headings and the Table of Contents used herein are for convenience of reference only, are not part of this Agreement and shall not affect the construction of, or be taken into consideration in interpreting, this Agreement.Section 10.12 Confidentiality. (a) Each of the Agents and the Lenders (which term shall for the purposes of this Section 10.12 includes the Issuing Banks) agrees to (i) maintain the confidentiality of the Information (as defined below), (ii) not disclose any Information to any individual or organization, either internally or externally, without the prior written consent of the Borrower (which consent shall not be unreasonably withheld, conditioned or delayed), and (iii) not use the Information for any purpose except in connection with the Loan Documents, except that Information may be disclosed (A) to its Affiliates and its and its 149Affiliatesâ€™ directors, officers, employees and agents, including accountants, legal counsel and other advisors, or to any credit insurance provider relating to any Loan Party and its obligations, in each case whom it reasonably determines needs to know such information in connection with this Agreement and the transactions contemplated hereby (it being understood that the Persons to whom such disclosure is made will be informed of the confidential nature of such Information and instructed to keep such Information confidential), (B) to the extent requested by any regulatory authority or any Governmental Authority or self-regulatory body claiming oversight over any Lender or any of its Affiliates, (C) to the extent required by applicable laws or regulations or by any subpoena or similar legal process (in which case such Agent or such Lender, as applicable, agrees, to the extent permitted by applicable law, to inform the Borrower promptly thereof), (D) to any other party to this Agreement, (E) in connection with the exercise of any remedies hereunder or under any Loan Document or any suit, action or proceeding relating to this Agreement or the enforcement of rights hereunder or under any Loan Document, (F) subject to an agreement containing provisions substantially the same as those of this Section, to any assignee of any of its rights or obligations under this Agreement, (G) with the consent of the Borrower, (H) to the extent such Information (x) becomes publicly available other than as a result of a breach of this Section or (y) becomes available to any Agent or any Lender on a non-confidential basis from a source other than the Borrower, (I) to any Participant or â€œbona fideâ€ prospective Participant in, or any â€œbona fideâ€ prospective assignee of, the Commitments, the Loans or any Lenderâ€™s rights or obligations under this Agreement or (J) to any actual or prospective counterparty (or its advisors) to any swap or derivative transaction relating to the Borrower and its obligations; provided that, in the case of clauses (I) and (J) of this Section 10.12 (x) such Participant, prospective Participant, prospective assignee, actual or prospective counterparty or advisor is advised of and agrees, in advance of such disclosure, in writing (including pursuant to customary â€œclick-throughâ€ procedures), to be bound by either the provisions of this Section 10.12 or other provisions that are at least as restrictive as the provisions contained in this Section 10.12 and (y) no consent of Borrower shall be required (I) with respect to the provision of Limited Information to a Participant or assignee if the Borrower shall have consented to the initial provision of Information or Limited Information to such Participant or assignee, (II) with respect to any administrative notices from the Administrative Agent to any Lender and (III) during any time that a Default or Event of Default has occurred and is continuing. For the purposes of this Section, â€œInformationâ€ means all information received from the Borrower, or from any of its Affiliates, representatives or advisors on behalf of the Borrower, relating to the Borrower or its business, other than any such information that is available to the Administrative Agent or any Lender on a non-confidential basis prior to disclosure by the Borrower, or by any of its Affiliates, representatives or advisors on behalf of the Borrower and other than customary information pertaining to this Agreement routinely provided by arrangers to data service providers, including league table providers, that serve the lending industry. Any Person required to maintain the confidentiality of Information as provided in this Section shall be considered to have complied with its obligation to do so if such Person has exercised the same degree of care to maintain the confidentiality of such Information as such Person would accord to its own confidential information.(b)EACH LENDER AND EACH ISSUING BANK ACKNOWLEDGES THAT INFORMATION AS DEFINED IN SECTION 10.12(a) FURNISHED TO IT 150PURSUANT TO THIS AGREEMENT MAY INCLUDE MATERIAL NON-PUBLIC INFORMATION CONCERNING THE BORROWER AND ITS RELATED PARTIES OR THEIR RESPECTIVE SECURITIES, AND CONFIRMS THAT IT HAS DEVELOPED COMPLIANCE PROCEDURES REGARDING THE USE OF MATERIAL NON-PUBLIC INFORMATION AND THAT IT WILL HANDLE SUCH MATERIAL NON-PUBLIC INFORMATION IN ACCORDANCE WITH THOSE PROCEDURES AND APPLICABLE LAW, INCLUDING FEDERAL AND STATE SECURITIES LAWS.(c)ALL INFORMATION, INCLUDING REQUESTS FOR WAIVERS AND AMENDMENTS, FURNISHED BY THE BORROWER OR THE ADMINISTRATIVE AGENT PURSUANT TO, OR IN THE COURSE OF ADMINISTERING, THIS AGREEMENT WILL BE SYNDICATE-LEVEL INFORMATION, WHICH MAY CONTAIN MATERIAL NON-PUBLIC INFORMATION ABOUT THE BORROWER AND ITS RELATED PARTIES OR ITS SECURITIES. ACCORDINGLY, EACH LENDER AND EACH ISSUING BANK REPRESENTS TO THE BORROWER AND THE ADMINISTRATIVE AGENT THAT IT HAS IDENTIFIED IN ITS ADMINISTRATIVE QUESTIONNAIRE A CREDIT CONTACT WHO MAY RECEIVE INFORMATION THAT MAY CONTAIN MATERIAL NON-PUBLIC INFORMATION IN ACCORDANCE WITH ITS COMPLIANCE PROCEDURES AND APPLICABLE LAW.Section 10.13 Interest Rate Limitation. Notwithstanding anything herein to the contrary, if at any time the interest rate applicable to any Loan, together with all fees, charges and other amounts which are treated as interest on such Loan under applicable law (collectively the â€œChargesâ€), shall exceed the maximum lawful rate (the â€œMaximum Rateâ€) which may be contracted for, charged, taken, received or reserved by the Lender holding such Loan in accordance with applicable law, the rate of interest payable in respect of such Loan hereunder, together with all Charges payable in respect thereof, shall be limited to the Maximum Rate and, to the extent lawful, the interest and Charges that would have been payable in respect of such Loan but were not payable as a result of the operation of this Section shall be cumulated and the interest and Charges payable to such Lender in respect of other Loans or periods shall be increased (but not above the Maximum Rate therefor) until such cumulated amount, together with interest thereon at the Federal Funds Effective Rate to the date of repayment, shall have been received by such Lender.Section 10.14 No Advisory or Fiduciary Responsibility. In connection with all aspects of each Transaction contemplated hereby (including in connection with any amendment, waiver or other modification hereof or of any other Loan Document), each Loan Party acknowledges and agrees, and acknowledges its subsidiariesâ€™ understanding, that: (i) (A) the arranging and other services regarding this Agreement provided by the Agent, the Arrangers, the Bookrunner and the Lenders (which term shall for the purposes of this Section include the Issuing Banks) are armâ€™s-length commercial transactions between such Loan Party and its Affiliates, on the one hand, and the Agent, the Arrangers, the Bookrunner and the Lenders, on the other hand, (B) such Loan Party has consulted its own legal, accounting, regulatory and tax advisors to the extent it has deemed appropriate, and (C) such Loan Party is capable of evaluating, and understands and accepts, the terms, risks and conditions of the Transactions 151contemplated hereby and by the other Loan Documents; (ii) (A) each of the Agent, the Arrangers, the Bookrunner and the Lenders is and has been acting solely as a principal and, except as expressly agreed in writing by the relevant parties, has not been, is not, and will not be acting as an advisor, agent or fiduciary for any Loan Party or any of its subsidiaries, or any other Person and (B) none of any Agent, any Arranger, the Bookrunner or any Lender has any obligation to any Loan Party or any of its Affiliates with respect to the Transactions contemplated hereby except those obligations expressly set forth herein and in the other Loan Documents; and (iii) the Agents, the Arrangers, the Bookrunner and the Lenders and their respective Affiliates may be engaged in a broad range of transactions that involve interests that differ from those of such Loan Party and its Affiliates, and neither any Agent, any Arranger, the Bookrunner nor any Lender has any obligation to disclose any of such interests to such Loan Party or its Affiliates. The Borrower, on behalf of itself and each of its Subsidiaries and Affiliates, agrees that nothing in the Loan Documents or otherwise will be deemed to create an advisory, fiduciary or agency relationship or fiduciary or other implied duty between the Administrative Agent, any Issuing Bank, any Arranger or any Lender, on the one hand, and the Borrower, any of its Subsidiaries, or their respective equityholders or Affiliates, on the other. The Borrower agrees that it will not assert any claim against any Agent, any Issuing Bank or any Lender based on an alleged breach of agency or fiduciary duty by any such Agent, Issuing Bank or Lender in connection with this Agreement and the transactions contemplated hereby.Section 10.15 Counterparts; Effectiveness, Electronic Execution. (a)This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. This Agreement shall become effective when it shall have been executed by the Administrative Agent and when the Administrative Agent shall have received counterparts hereof which, when taken together, bear the signatures of each of the other parties hereto, and thereafter shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.(b)Delivery of an executed counterpart of a signature page of (x)Â this Agreement, (y)Â any other Loan Document and/or (z)Â any document, amendment, approval, consent, information, notice, certificate, request, statement, disclosure or authorization related to this Agreement, any other Loan Document and/or the transactions contemplated hereby and/or thereby (each, an â€œAncillary Documentâ€) that is an Electronic Signature transmitted by telecopy, emailed pdf. or any other electronic means that reproduces an image of an actual executed signature page shall be effective as delivery of a manually executed counterpart of this Agreement, such other Loan Document or such Ancillary Document, as applicable. The words â€œexecution,â€ â€œsigned,â€ â€œsignature,â€ â€œdelivery,â€ and words of like import in or relating to this Agreement, any other Loan Document and/or any Ancillary Document shall be deemed to include Electronic Signatures, deliveries or the keeping of records in any electronic form (including deliveries by telecopy, emailed pdf. or any other electronic means that reproduces an image of an actual executed signature page), each of which shall be of the same legal effect, validity or enforceability as a manually executed signature, physical delivery thereof or the use of a paper-based recordkeeping system, as the case may be; provided that nothing herein shall 152require the Administrative Agent to accept Electronic Signatures in any form or format without its prior written consent and pursuant to procedures approved by it; provided, further, without limiting the foregoing, (i)Â to the extent the Administrative Agent has agreed to accept any Electronic Signature, the Administrative Agent and each of the Lenders shall be entitled to rely on such Electronic Signature purportedly given by or on behalf of the Borrower or any other Loan Party without further verification thereof and without any obligation to review the appearance or form of any such Electronic signature and (ii)Â upon the request of the Administrative Agent or any Lender, any Electronic Signature shall be promptly followed by a manually executed counterpart. Without limiting the generality of the foregoing, the Borrower and each other Loan Party hereby (i)Â agrees that, for all purposes, including without limitation, in connection with any workout, restructuring, enforcement of remedies, bankruptcy proceedings or litigation among the Administrative Agent, the Lenders, the Borrower and the other Loan Parties, Electronic Signatures transmitted by telecopy, emailed pdf. or any other electronic means that reproduces an image of an actual executed signature page and/or any electronic images of this Agreement, any other Loan Document and/or any Ancillary Document shall have the same legal effect, validity and enforceability as any paper original, (ii)Â the Administrative Agent and each of the Lenders may, at its option, create one or more copies of this Agreement, any other Loan Document and/or any Ancillary Document in the form of an imaged electronic record in any format, which shall be deemed created in the ordinary course of such Personâ€™s business, and destroy the original paper document (and all such electronic records shall be considered an original for all purposes and shall have the same legal effect, validity and enforceability as a paper record), (iii)Â waives any argument, defense or right to contest the legal effect, validity or enforceability of this Agreement, any other Loan Document and/or any Ancillary Document based solely on the lack of paper original copies of this Agreement, such other Loan Document and/or such Ancillary Document, respectively, including with respect to any signature pages thereto and (iv)Â waives any claim against any Lender-related Person for any Liabilities arising solely from the Administrative Agentâ€™s and/or any Lenderâ€™s reliance on or use of Electronic Signatures and/or transmissions by telecopy, emailed pdf. or any other electronic means that reproduces an image of an actual executed signature page, including any Liabilities arising as a result of the failure of the Borrower and/or any Loan Party to use any available security measures in connection with the execution, delivery or transmission of any Electronic Signature.Section 10.16 USA PATRIOT Act and Beneficial Ownership. Each Lender (which term shall for the purposes of this Section include the Issuing Banks) that is subject to the requirements of the USA Patriot Act and/or the Beneficial Ownership Regulation and the Administrative Agent (for itself and not on behalf of any Lenders) hereby notifies each Loan Party that pursuant to the requirements of the USA Patriot Act and the Beneficial Ownership Regulation, it is required to obtain, verify and record information that identifies such Loan Party, which information includes the name, address and tax information number of such Loan Party and other information that will allow such Lender or the Administrative Agent, as applicable, to identify such Loan Party in accordance with the USA Patriot Act and the Beneficial Ownership Regulation. Each Loan Party shall, promptly following a request by the Administrative Agent or any Lender, provide all documentation and other information that the Administrative Agent or such Lender requests in order to comply with its ongoing obligations under applicable â€œknow 153your customerâ€ and anti-money laundering rules and regulations, including the USA Patriot Act and the Beneficial Ownership Regulation.Section 10.17 Release of Liens and Guarantors. (a)In the event that all the Equity Interests in any Guarantor are sold, transferred or otherwise disposed of to a Person other than the

Borrower or its Subsidiaries in a transaction permitted under this Agreement, the Administrative Agent shall, at the Borrowerâ€™s expense, promptly take such action and execute such documents as the Borrower may reasonably request to terminate the Guaranty of such Guarantor, and all securities interests and Liens created by the Collateral Documents in the Collateral owned by such Guarantor shall automatically be released.(b)Upon termination of the aggregate Commitments and payment in full of all Obligations (other than contingent indemnification obligations for which no claim has been made and Obligations under or in respect of Secured Swap Agreements or Cash Management Services) under any Loan Document have been paid in full and all Letters of Credit have expired or been terminated (unless such Letters of Credit have been (i)Â cash collateralized in an amount equal to 103% of Letter of Credit Usage at such time on terms reasonably satisfactory to the applicable Issuing Bank, (ii)Â backstopped by a letter of credit in form, amount and substance and by an institution reasonably satisfactory to the applicable Issuing Bank or (iii)Â deemed reissued under another facility reasonably acceptable to the applicable Issuing Bank), all obligations under the Loan Documents shall be automatically released. (c)Obligations of any Loan Party under any Secured Cash Management Agreement or Secured Swap Agreement shall be secured and guaranteed under the Loan Documents only to the extent that, and for so long as, the Obligations are so secured and guaranteed. No Person shall have any voting rights under any Loan Document solely as a result of the existence of obligations owed to it under any Secured Swap Agreement or Secured Cash Management Agreement. For the avoidance of doubt, no release of Collateral or Guarantors effected in the manner permitted by this Agreement shall require the consent of any holder of obligations under any Secured Swap Agreements or any Secured Cash Management Agreements.(d)In connection with any termination or release pursuant to thisÂ SectionÂ 10.17, the Administrative Agent shall execute and deliver to any Loan Party, at such Loan Partyâ€™s expense, all documents that such Loan Party shall reasonably request to evidence such termination or release so long as the Borrower or the applicable Loan Party shall have provided the Administrative Agent such certifications or documents as the Administrative Agent shall reasonably request in order to demonstrate compliance with this Agreement.(e)Each of the Lenders and the Issuing Bank irrevocably authorizes the Administrative Agent to provide any release or evidence of release, termination or subordination contemplated by thisÂ SectionÂ 10.17.(f)The Administrative Agent shall not be responsible for or have a duty to ascertain or inquire into any representation or warranty regarding the existence, value or 154collectability of the Collateral, the existence, priority or perfection of any Agentâ€™s Lien thereon, or any certificate prepared by any Loan Party in connection therewith, nor shall the Administrative Agent be responsible or liable to the Lenders for any failure to monitor or maintain any portion of the Collateral.Section 10.18 Acknowledgement and Consent to Bail-In of Affected Financial Institutions. Notwithstanding anything to the contrary in any Loan Document or in any other agreement, arrangement or understanding among any such parties, each party hereto acknowledges that any liability of any Affected Financial Institution arising under any Loan Document may be subject to the Write-Down and Conversion Powers of the applicable Resolution Authority and agrees and consents to, and acknowledges and agrees to be bound by:(a)the application of any Write-Down and Conversion Powers by the applicable Resolution Authority to any such liabilities arising hereunder which may be payable to it by any party hereto that is an Affected Financial Institution; and (b)the effects of any Bail-In Action on any such liability, including, if applicable:(A)a reduction in full or in part or cancellation of any such liability;(B)a conversion of all, or a portion of, such liability into shares or other instruments of ownership in such Affected Financial Institution, its parent entity, or a bridge institution that may be issued to it or otherwise conferred on it, and that such shares or other instruments of ownership will be accepted by it in lieu of any rights with respect to any such liability under this Agreement or any other Loan Document; or(C)the variation of the terms of such liability in connection with the exercise of the Write-Down and Conversion Powers of the applicable Resolution Authority.Section 10.19 Conversion of Currencies. (a) If, for the purpose of obtaining judgment in any court, it is necessary to convert a sum owing hereunder in one currency into another currency, each party hereto agrees, to the fullest extent that it may effectively do so, that the rate of exchange used shall be that at which in accordance with normal banking procedures in the relevant jurisdiction the first currency could be purchased with such other currency on the Business Day immediately preceding the day on which final judgment is given.(b)The obligations of the Borrower in respect of any sum due to any party hereto or any holder of the obligations owing hereunder (the â€œApplicable Creditorâ€) shall, notwithstanding any judgment in a currency (the â€œJudgment Currencyâ€) other than the currency in which such sum is stated to be due hereunder (the â€œAgreement Currencyâ€), be discharged only to the extent that, on the Business Day following receipt by the Applicable Creditor of any sum adjudged to be so due in the Judgment Currency, the Applicable Creditor may in accordance with normal banking procedures in the relevant jurisdiction purchase the Agreement Currency 155with the Judgment Currency; if the amount of the Agreement Currency so purchased is less than the sum originally due to the Applicable Creditor in the Agreement Currency, the Borrower agrees, as a separate obligation and notwithstanding any such judgment, to indemnify the Applicable Creditor against such loss. The obligations of the Borrower contained in this Section shall survive the termination of this Agreement and the payment of all other amounts owing hereunder.Section 10.20 Acknowledgement Regarding Any Supported QFCs. To the extent that the Loan Documents provide support, through a guarantee or otherwise, for Swap Agreements or any other agreement or instrument that is a QFC (such support, â€œQFC Credit Supportâ€ and each such QFC, a â€œSupported QFCâ€), the parties acknowledge and agree as follows with respect to the resolution power of the Federal Deposit Insurance Corporation under the Federal Deposit Insurance Act and Title II of the Dodd-Frank Wall Street Reform and Consumer Protection Act (together with the regulations promulgated thereunder, the â€œU.S. Special Resolution Regimesâ€) in respect of such Supported QFC and QFC Credit Support (with the provisions below applicable notwithstanding that the Loan Documents and any Supported QFC may in fact be stated to be governed by the laws of the State of New York and/or of the United States or any other state of the United States): In the event a Covered Entity that is party to a Supported QFC (each, a â€œCovered Partyâ€) becomes subject to a proceeding under a U.S. Special Resolution Regime, the transfer of such Supported QFC and the benefit of such QFC Credit Support (and any interest and obligation in or under such Supported QFC and such QFC Credit Support, and any rights in property securing such Supported QFC or such QFC Credit Support) from such Covered Party will be effective to the same extent as the transfer would be effective under the U.S. Special Resolution Regime if the Supported QFC and such QFC Credit Support (and any such interest, obligation and rights in property) were governed by the laws of the United States or a state of the United States. In the event a Covered Party or a BHC Act Affiliate of a Covered Party becomes subject to a proceeding under a U.S. Special Resolution Regime, Default Rights under the Loan Documents that might otherwise apply to such Supported QFC or any QFC Credit Support that may be exercised against such Covered Party are permitted to be exercised to no greater extent than such Default Rights could be exercised under the U.S. Special Resolution Regime if the Supported QFC and the Loan Documents were governed by the laws of the United States or a state of the United States. Without limitation of the foregoing, it is understood and agreed that rights and remedies of the parties with respect to a Defaulting Lender shall in no event affect the rights of any Covered Party with respect to a Supported QFC or any QFC Credit Support.Section 10.21 Keepwell. The Borrower hereby absolutely, unconditionally, and irrevocably undertakes to provide such funds or other support as may be needed from time to time by each other Loan Party to honor all of its obligations under its Guaranty in respect of any Swap Obligation (provided, however, that the Borrower shall only be liable under this SectionÂ 10.21 for the maximum amount of such liability that can be hereby incurred without rendering its obligations under this SectionÂ 10.21 voidable under applicable law relating to fraudulent conveyance or fraudulent transfer, and not for any greater amount). The obligations of the Borrower under this SectionÂ 10.21 shall remain in full force and effect until the payment in full and discharge of the Secured Obligations. The Borrower intends that this SectionÂ 10.21 156constitute, and this SectionÂ 10.21 shall be deemed to constitute, a â€œkeepwell, support, or other agreementâ€ for the benefit of each other Loan Party for all purposes of section 1a(18)(A)(v)(II) of the Commodity Exchange Act.Section 10.22 Certain ERISA Matters.(a)Each Lender (x) represents and warrants, as of the date such Person became a Lender party hereto, to, and (y) covenants, from the date such Person became a Lender party hereto to the date such Person ceases being a Lender party hereto, for the benefit of, the Administrative Agent and not, for the avoidance of doubt, to or for the benefit of the Borrower or any other Loan Party, that at least one of the following is and will be true:(i)such Lender is not using â€œplan assetsâ€ (within the meaning of Section 3(42) of ERISA or otherwise) of one or more Benefit Plans with respect to such Lenderâ€™s entrance into, participation in, administration of and performance of the Loans, the Letters of Credit, the Commitments or this Agreement,(ii)the transaction exemption set forth in one or more PTEs, such as PTE 84-14 (a class exemption for certain transactions determined by independent qualified professional asset managers), PTE 95-60 (a class exemption for certain transactions involving insurance company general accounts), PTE 90-1 (a class exemption for certain transactions involving insurance company pooled separate accounts), PTE 91-38 (a class exemption for certain transactions involving bank collective investment funds) or PTE 96-23 (a class exemption for certain transactions determined by in-house asset managers), is applicable with respect to such Lenderâ€™s entrance into, participation in, administration of and performance of the Loans, the Letters of Credit, the Commitments and this Agreement,(iii)(A) such Lender is an investment fund managed by a â€œQualified Professional Asset Managerâ€ (within the meaning of Part VI of PTE 84-14), (B) such Qualified Professional Asset Manager made the investment decision on behalf of such Lender to enter into, participate in, administer and perform the Loans, the Letters of Credit, the Commitments and this Agreement, (C) the entrance into, participation in, administration of and performance of the Loans, the Letters of Credit, the Commitments and this Agreement satisfies the requirements of sub-sections (b) through (g) of Part I of PTE 84-14 and (D) to the best knowledge of such Lender, the requirements of subsection (a) of Part I of PTE 84-14 are satisfied with respect to such Lenderâ€™s entrance into, participation in, administration of and performance of the Loans, the Letters of Credit, the Commitments and this Agreement, or(iv)such other representation, warranty and covenant as may be agreed in writing between the Administrative Agent, in its sole discretion, and such Lender.(b)In addition, unless either (1) sub-clause (i) in the immediately preceding clause (a) is true with respect to a Lender or (2) a Lender has provided another representation, warranty and covenant in accordance with sub-clause (iv) in the immediately preceding clause 157(a), such Lender further (x) represents and warrants, as of the date such Person became a Lender party hereto, to, and (y) covenants, from the date such Person became a Lender party hereto to the date such Person ceases being a Lender party hereto, for the benefit of, the Administrative Agent and not, for the avoidance of doubt, to or for the benefit of the Borrower or any other Loan Party, that the Administrative Agent is not a fiduciary with respect to the assets of such Lender involved in such Lenderâ€™s entrance into, participation in, administration of and performance of the Loans, the Letters of Credit, the Commitments and this Agreement (including in connection with the reservation of exercise or any rights by the Administrative Agent under this Agreement, any Loan Document or any documents related hereto or thereto).[Signature Pages Follow]IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective authorized officers as of the day and year first above written.CLOUDFLARE, INC., as the BorrowerBy:Name:Title:CLOUDFLARE US, INC., as a GuarantorBy:Name:Title:[Signature Page to Cloudflare Credit Agreement]CITIBANK, N.A., as Administrative Agent, Collateral Agent, Swing Line Lender, a Lender and an Issuing BankBy:Name:Title:[Signature Page to Cloudflare Credit Agreement][__], as a Lender and an Issuing BankBy:Name:Title:[Signature Page to Cloudflare Credit Agreement][__], as a LenderBy:Name:Title:[Signature Page to Cloudflare Credit Agreement]Schedule 2.1Â Â Â Â Â Â Â Â Â Commitments.LenderCommitmentCitibank, N.A.$112,500,000Wells Fargo Bank, N.A.$88,000,000Mizuho Bank, Ltd.$88,000,000Goldman Sachs Bank USA$65,000,000Morgan Stanley Bank, N.A.$46,500,000Â Â Â Â Â Â Â Â Â Total400,000,000.00 EX-31.1 3 ex311q2202410-q.htm EX-31.1 DocumentExhibit 31.1CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14a OFTHE SECURITIES EXCHANGE ACT OF 1934AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002I, Matthew Prince, certify that:1.I have reviewed this Quarterly Report on Form 10-Q of Cloudflare, Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:(a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c)Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The 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.CLOUDFLARE, INC.Date: August 1, 2024/s/ Matthew PrinceMatthew PrinceChief Executive Officer(Principal Executive Officer) EX-31.2 4 ex312q2202410-q.htm EX-31.2 DocumentExhibit 31.2CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14a OFTHE SECURITIES EXCHANGE ACT OF 1934AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES OXLEY ACT OF 2002I, Thomas Seifert, certify that:1.I have reviewed this Quarterly Report on Form 10-Q of Cloudflare, Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:(a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c)Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The 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.CLOUDFLARE, INC.Date: August 1, 2024/s/ Thomas SeifertThomas SeifertChief Financial Officer(Principal Financial Officer) EX-32.1 5 ex321q2202410-q.htm EX-32.1 DocumentExhibit 32.1CERTIFICATIONS OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICERPURSUANT TO 18 U.S.C. SECTION 1350,AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002I, Matthew Prince, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Cloudflare, Inc. for the fiscal quarter ended June 30, 2024 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Cloudflare, Inc.Date: August 1, 2024/s/ Matthew PrinceMatthew PrinceChief Executive Officer(Principal Executive Officer)I,

Thomas Seifert, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Cloudflare, Inc. for the fiscal quarter ended June 30, 2024 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Cloudflare, Inc.Date: August 1, 2024/s/ Thomas SeifertThomas SeifertChief Financial Officer(Principal Financial Officer)Â Â Â

Impracticability [Text Block] Research and development Research and Development Expense Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Revolving Credit Facility Revolving Credit Facility [Member] Expiration Date Trading Arrangement Expiration Date Restricted Cash (Current and Non-Current) Restricted Cash [Member] Restricted Cash Cash Flows from Investing Activities Net Cash Provided by (Used in) Investing Activities [Abstract] Operating lease liabilities Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Common stock, shares issued (in shares) Common Stock, Shares, Issued Conversion requirement, threshold consecutive trading days Debt Instrument, Convertible, Threshold Consecutive Trading Days Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Maximum borrowing capacity Line of Credit Facility, Maximum Borrowing Capacity Percentage of Revenue Concentration Risk, Percentage Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Less accumulated depreciation and amortization Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Gross property and equipment Property, Plant and Equipment, Gross Issuance of common stock upon exercise of stock options (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Research and development Research and Development Expense [Member] Common stock, shares authorized (in shares) Common Stock, Shares Authorized Cash paid for acquisitions Payments to Acquire Businesses, Net of Cash Acquired Cash Cash [Member] Basis of Presentation Basis of Accounting, Policy [Policy Text Block] Change in unrealized gain (loss) on investments OCI, Debt Securities, Available-for-Sale, Gain (Loss), after Adjustment and Tax Weighted-average shares used in computing net loss per share attributable to common stockholders, diluted (in shares) Weighted Average Number of Shares Outstanding, Diluted MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] 2024 (remaining six months) Finite-Lived Intangible Asset, Expected Amortization, Remainder of Fiscal Year Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Total stockholdersâ€™ equity Beginning balance Ending balance Equity, Attributable to Parent Balance Sheet Location [Axis] Statement of Financial Position Location, Balance [Axis] Interest expense Interest Expense, Nonoperating Deferred income taxes Deferred Income Tax Expense (Benefit) Software Software and Software Development Costs [Member] Concentration Risk Type [Domain] Concentration Risk Type [Domain] New Accounting Pronouncements or Change in Accounting Principle [Table] Accounting Standards Update and Change in Accounting Principle [Table] Repayments of convertible debt Repayments of Convertible Debt Write-off of uncollectible accounts receivable Accounts Receivable, Allowance for Credit Loss, Writeoff Variable Rate Component [Domain] Variable Rate Component [Domain] Variable Rate Component [Domain] Other comprehensive income (loss), net of tax Other comprehensive (loss) income Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent Fair Value, Recurring Fair Value, Recurring [Member] Accounts receivable, net Accounts Receivable, after Allowance for Credit Loss, Current Conversion price (in dollars per share) Debt Instrument, Convertible, Conversion Price Cost of revenue Cost of Sales [Member] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Carrying amount, net Carrying amount, net Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Unrealized (Loss) Unrealized loss Cash And Cash Equivalents, Accumulated Gross Unrealized Loss, Before Tax Cash And Cash Equivalents, Accumulated Gross Unrealized Loss, Before Tax Document Fiscal Period Focus Document Fiscal Period Focus Transaction-related costs Business Combination, Acquisition Related Costs All Executive Categories All Executive Categories [Member] Balance Sheet Location [Domain] Statement of Financial Position Location, Balance [Domain] 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Two Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Goodwill expected to be tax deductible Business Acquisition, Goodwill, Expected Tax Deductible Amount Assets Assets [Abstract] Fair Value, by Balance Sheet Grouping [Table] Fair Value, by Balance Sheet Grouping [Table] Sales Channel Concentration Risk Sales Channel Concentration Risk [Member] Sales Channel Concentration Risk Restricted cash short-term Restricted Cash, Current Document Type Document Type Effective interest rate Debt Instrument, Interest Rate, Effective Percentage Derivative Contract [Domain] Derivative Contract [Domain] Commercial paper Commercial Paper [Member] Issuance of common stock related to settlement of restricted stock units (RSUs) and performance stock units (PSUs) Stock Issued During Period, Value, Restricted Stock Award, Gross Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Issuance of common stock related to settlement of restricted stock units (RSUs) and (PSUs) (in shares) Stock Issued During Period, Shares, Restricted Stock Award, Gross Common stock, number of votes per share Common Stock, Voting Rights, Number Of Votes For Each Share Common Stock, Voting Rights, Number Of Votes For Each Share Amortized Cost Debt Securities, Available-for-Sale, Amortized Cost Schedule of Estimated Future Amortization Expense of Acquired Intangible Assets Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Maximum Maximum [Member] Amortization of acquired intangible assets Amortization of Intangible Assets Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Cash paid for issuance costs on revolving credit facility Payments of Financing Costs Office furniture Furniture and Fixtures [Member] Acquired intangible assets, net Net Book Value Finite-Lived Intangible Assets, Net Rest of the world Non-US [Member] Antidilutive Securities [Axis] Antidilutive Securities [Axis] Accounts payable Accounts Payable, Current Accounting Policies [Abstract] Leasehold improvements Leasehold Improvements [Member] Other Key Employees Other Key Employees [Member] Other Key Employees Business Combinations Business Combination Disclosure [Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Less: Imputed interest Lessee, Operating Lease, Liability, Undiscounted Excess Amount Repayments of convertible senior notes Payments For Repurchases And Conversions Of Convertible Notes Payments For Repurchases And Conversions Of Convertible Notes Total lease cost Lease, Cost Statistical Measurement [Axis] Statistical Measurement [Axis] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Loss before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Number of shares repurchased (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Issued in Period Amortized Cost Cash And Cash Equivalents And Debt Securities, Available-For-Sale, Amortized Cost Cash And Cash Equivalents And Debt Securities, Available-For-Sale, Amortized Cost Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Vesting [Axis] Vesting [Axis] Award Type [Domain] Award Type [Domain] Name Outstanding Recovery, Individual Name Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Goodwill, impairment loss Goodwill, Impairment Loss Schedule of Potential Shares of Common Stock Excluded from Computation of Basic and Diluted Net Loss per Share Attributable to Common Stockholders Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Non-PEO NEO Non-PEO NEO [Member] Title of Individual [Axis] Title and Position [Axis] Additional paid-in capital Additional Paid-in Capital [Member] Award Timing Predetermined Award Timing Predetermined [Flag] Contract assets Increase (Decrease) in Contract with Customer, Asset Vesting of shares issued upon early exercise of stock options APIC, Share-Based Payment Arrangement, Increase For Stock Options Early Exercised APIC, Share-Based Payment Arrangement, Increase For Stock Options Early Exercised Other Other Geographical Regions [Member] Other Geographical Regions Class of Stock [Line Items] Class of Stock [Line Items] Restricted cash Restricted Cash, Noncurrent Trade name Customer Relationships [Member] Recent Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Net loss per share attributable to common stockholders, diluted (in dollars per share) Earnings Per Share, Diluted Class of Stock [Axis] Class of Stock [Axis] Title of Individual [Domain] Title and Position [Domain] Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Available-for-sale securities Debt Securities, Available-For-Sale, Current [Member] Debt Securities, Available-For-Sale, Current Accumulated Amortization Finite-Lived Intangible Assets, Accumulated Amortization Issuance of common stock related to early exercised stock options (in shares) Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Early Exercises In Period Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Early Exercises In Period Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Deferred revenue Increase (Decrease) in Contract with Customer, Liability Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Proceeds from the early exercise of stock options Proceeds From Stock Options Exercised Early Proceeds From Stock Options Exercised Early Sales of available-for-sale securities Proceeds from Sale of Debt Securities, Available-for-Sale Number of operating segments Number of Operating Segments New Accounting Pronouncements or Change in Accounting Principle [Line Items] New Accounting Pronouncements or Change in Accounting Principle [Line Items] Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] Statement of Financial Position [Abstract] Stock-based compensation expense Share-Based Payment Arrangement, Noncash Expense Sales and marketing Selling and Marketing Expense Tranche Two Share-Based Payment Arrangement, Tranche Two [Member] Provision for income taxes Provision for Income tax expense Income Tax Expense (Benefit) Non-operating income (expense): Nonoperating Income (Expense) [Abstract] Interest rate Debt Instrument, Interest Rate, Stated Percentage Available-for-sale securities Debt Securities, Available-for-Sale, Current Supplemental Disclosure of Cash Flow Information: Supplemental Cash Flow Information [Abstract] Weighted-average remaining vesting period Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Revenue Revenue from Contract with Customer, Excluding Assessed Tax Capitalized internal-use software Payments to Acquire Intangible Assets Total non-operating income (expense), net Nonoperating Income (Expense) Unrealized Gain Unrealized gain Cash And Cash Equivalents, Accumulated Gross Unrealized Gain, Before Tax Cash And Cash Equivalents, Accumulated Gross Unrealized Gain, Before Tax Other noncurrent liabilities Increase (Decrease) in Other Noncurrent Liabilities Statement of Comprehensive Income [Abstract] Concentration Risk Benchmark [Domain] Concentration Risk Benchmark [Domain] Net cash provided by (used in) investing activities Net Cash Provided by (Used in) Investing Activities Loss from operations Operating Income (Loss) Variable Rate [Domain] Variable Rate [Domain] Business Acquisition [Line Items] Business Acquisition [Line Items] Total liabilities and stockholdersâ€™ equity Liabilities and Equity Other Other Operating Activities, Cash Flow Statement Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] All Adjustments to Compensation All Adjustments to Compensation [Member] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Accrued compensation Employee-related Liabilities, Current Prepaid expenses and other current assets Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital Commitments and Contingencies Disclosure [Abstract] Schedule of Earnings Per Share, Basic, by Common Class, Including Two Class Method [Table] Earnings Per Share, Basic, by Common Class, Including Two-Class Method [Table] Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Schedule of Deferred Contract Acquisition Costs Capitalized Contract Cost [Table Text Block] Operating lease right-of-use assets obtained in exchange for operating lease liabilities Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Underlying Security Market Price Change Underlying Security Market Price Change, Percent Debt Conversion, Name [Domain] Debt Conversion, Name [Domain] Individual: Individual [Axis] Number of tranches for which milestones were achieved Share Based Compensation Arrangement By Share Based Payment Award, Number Of Trances For Which Milestones Were Achieved Share Based Compensation Arrangement By Share Based Payment Award, Number Of Trances For Which Milestones Were Achieved Tax withholding on RSU settlement Share-Based Payment Arrangement, Decrease for Tax Withholding Obligation Accumulated other comprehensive loss AOCI Attributable to Parent [Member] Payment of indemnity holdback Payment Of Indemnity Holdback Payment Of Indemnity Holdback Restricted cash Restricted Cash Remaining performance obligation, expected timing of satisfaction Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Period U.S. government agency securities US Government Agencies Debt Securities [Member] Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Property, Plant and Equipment [Line Items] Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] Stock Options With Market Conditions Stock Options With Market Conditions [Member] Stock Options With Market Conditions Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Exchange Event [Axis] Exchange Event [Axis] Exchange Event Operating expenses: Operating Expenses [Abstract] Service Life Service Life [Member] Schedule of Property and Equipment, Net Property, Plant and Equipment [Table Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Financial Instruments [Domain] Financial Instruments [Domain] Consideration transferred Business Combination, Consideration Transferred Vesting [Domain] Vesting [Domain] Repayment acceleration period Debt Instrument, Covenant, Repayment Acceleration Period Debt Instrument, Covenant, Repayment Acceleration Period Liabilities and Stockholdersâ€™ Equity Liabilities and Equity [Abstract] Capitalized internal-use software Software Development [Member] Asia Pacific Asia Pacific [Member] Minimum Minimum [Member] Restatement Determination Date Restatement Determination Date Unamortized debt issuance costs Unamortized Debt Issuance Expense Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Deferred revenue, noncurrent Contract with Customer, Liability, Noncurrent Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Variable Rate Component Two Variable Rate Component Two [Member] Variable Rate Component Two Operating lease right-of-use assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Stock options outstanding, beginning balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Provision for bad debt Accounts Receivable, Credit Loss Expense (Reversal) Other noncurrent liabilities acquired Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Noncurrent Liabilities, Other Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Derivative Instrument [Axis] Derivative Instrument [Axis] Increase limit Line of Credit Facility, Accordion Feature, Increase Limit Line of credit facility, accordion feature, increase limit, subject to certain conditions by obtaining additional commitments from existing and/or new lenders. Principal Long-Term Debt, Gross Exercise Price Award Exercise Price Lease Contractual Term [Axis] Lease Contractual Term [Axis] Debt Conversion Description [Axis] Debt Conversion Description [Axis] Net Loss per Share Attributable to Common Stockholders Earnings Per Share [Text Block] Arrangement Duration Trading Arrangement Duration Common stock issued under employee stock purchase plan Stock Issued During Period, Value, Employee Stock Purchase Plan Issuance of common stock upon exercise of stock options Stock Issued During Period, Value, Stock Options Exercised Schedule of Convertible Debt Convertible Debt [Table Text Block] Change in unrealized gain (loss) on cash flow hedges Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), before Reclassification, after Tax Stockholdersâ€™ Equity Equity, Attributable to Parent [Abstract] Last Reported Stock Price At Lease 130% Of The Debt Conversion Price Scenario One [Member] Scenario One Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] 2028 Finite-Lived Intangible Asset, Expected Amortization, Year Four Schedule of Interest Expense Schedule Of Interest Expense, Debt Instruments [Table Text Block] Schedule Of Interest Expense, Debt Instruments All Individuals All Individuals [Member] Executive Officer Executive Officer [Member] PEO PEO [Member] Variable Rate [Axis] Variable Rate [Axis] Income Tax Disclosure [Abstract] Debt instrument, fair value Debt Instrument, Fair Value Disclosure Name Trading Arrangement, Individual Name Other income (expense), net Other Nonoperating Income (Expense) Statement of Stockholders' Equity [Abstract] Shares subject to repurchase Share-Based Payment Arrangement, Shares Subject To Repurchase [Member] Share-Based Payment Arrangement, Shares Subject To Repurchase Property, Plant and Equipment, Type [Axis] Long-Lived Tangible Asset [Axis] Unrealized Gain Cash And Cash Equivalents And Debt Securities, Available-For-Sale, Accumulated Gross Unrealized Gain, Before Tax Cash And Cash Equivalents And Debt Securities, Available-For-Sale, Accumulated Gross Unrealized Gain, Before Tax Unrealized Gain Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Gain, before Tax Other noncurrent assets Increase (Decrease) in Other Noncurrent Assets Interest payable Interest Payable Remaining lease term (up to) Lessee, Operating Lease, Remaining Lease Term Unrecognized stock-based compensation expense Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount Maturity of marketable securities in other current assets Supplemental Noncash Investing and Financing Items, Maturity Of Marketable Securities In Other Current Assets Supplemental Cash Flow Elements, Maturity Of Marketable Securities In Other Current Assets Commitment fee Line of Credit Facility, Unused Capacity, Commitment Fee Percentage Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Capitalization of contract acquisition costs Capitalized Contract Cost, Additions Capitalized Contract Cost, Additions Interest income Investment Income, Nonoperating Share-based Payment Arrangement, Expensed and Capitalized, Amount [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Shares of common stock reserved (in shares) Common Stock, Capital Shares Reserved for Future Issuance Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Fair Value Cash and Cash Equivalents, Fair Value Disclosure Impairment loss Capitalized Contract Cost, Impairment Loss Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Local Phone Number Local Phone Number Aggregate

Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Total operating expenses Operating Expenses Change in Accounting Estimate by Type [Axis] Change in Accounting Estimate by Type [Axis] Number of separate tranches Number Of Separate Tranches Number Of Separate Tranches Repurchases of unvested common stock (in shares) Stock Repurchased During Period, Shares Changes in operating assets and liabilities, net of effect of acquisitions: Increase (Decrease) in Operating Capital [Abstract] Secured Overnight Financing Rate (SOFR) Secured Overnight Financing Rate (SOFR) [Member] PEO Total Compensation Amount PEO Total Compensation Amount Intangible assets acquired Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Finite-Lived Intangibles Unvested restricted stock and RSUs Restricted Stock Award And Restricted Stock Unit (RSUs) Award [Member] Restricted Stock Award And Restricted Stock Unit (RSUs) Award Co-location Asset Lease Co-location Asset Lease [Member] Co-location Asset Lease Property, Plant and Equipment, Type [Domain] Long-Lived Tangible Asset [Domain] Asset acquisitions and business combinations, net of cash acquired Payments To Acquire Business And Assets, Net Of Cash Acquired Payments To Acquire Business And Assets, Net Of Cash Acquired Income Statement Location [Axis] Statement of Income Location, Balance [Axis] Schedule of Property and Equipment, Net by Geographic Area Long-Lived Assets by Geographic Areas [Table Text Block] Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Debt Disclosure [Abstract] Common stock Common Stock [Member] Measure: Measure [Axis] Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Schedule of Business Acquisitions, by Acquisition [Table] Schedule of Business Acquisitions, by Acquisition [Table] Line of Credit Line of Credit Line of Credit [Member] Entity Emerging Growth Company Entity Emerging Growth Company Segment Reporting [Abstract] Tax withholding on RSU settlement (in shares) Share-Based Payment Arrangement, Shares Withheld for Tax Withholding Obligation Entity Central Index Key Entity Central Index Key Serversâ€”network infrastructure Technology Equipment [Member] General and administrative General and Administrative Expense [Member] Lessee, Lease, Description [Table] Lessee, Lease, Description [Table] Number of shares issued upon debt conversion (in shares) Debt Conversion, Converted Instrument, Shares Issued Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Outstanding and unsettled RSUs and PSUs Restricted Stock Units And Performance Stock Units [Member] Restricted Stock Units And Performance Stock Units Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Common Stock Equity [Text Block] Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] Financial Instrument [Axis] Financial Instrument [Axis] Bridge Loan Bridge Loan [Member] Segment and Geographic Information Segment Reporting Disclosure [Text Block] Lease not yet commenced, term of contract Lessee, Operating Lease, Lease Not yet Commenced, Term of Contract Thereafter Lessee, Operating Lease, Liability, To Be Paid, After Year Four Lessee, Operating Lease, Liability, To Be Paid, After Year Four Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Stock-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Class B common stock Class B Common Class B [Member] Title Trading Arrangement, Individual Title Repurchased face amount Debt Instrument, Repurchased Face Amount Purchases of capped calls related to convertible senior notes Adjustments To Additional Paid In Capital, Purchases Of Capped Calls Related To Convertible Debt Adjustments To Additional Paid In Capital, Purchases Of Capped Calls Related To Convertible Debt Statement [Table] Statement [Table] Coupon interest expense Interest Expense, Debt Operating lease liabilities Increase (Decrease) In Operating Lease Liabilities Increase (Decrease) In Operating Lease Liabilities Measurement Frequency [Domain] Measurement Frequency [Domain] Summary of Significant Accounting Policies Significant Accounting Policies [Text Block] Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items] Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items] Geographic Concentration Risk Geographic Concentration Risk [Member] Position [Domain] Position [Domain] City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Cash holdback Business Combination, Contingent Consideration, Liability Cash paid for interest Interest Paid, Excluding Capitalized Interest, Operating Activities Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Level I Fair Value, Inputs, Level 1 [Member] Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Axis] Total current assets Assets, Current Statement of Cash Flows [Abstract] Debt conversion, converted instrument, amount Debt Conversion, Converted Instrument, Amount Repurchases of unvested common stock Payments for Repurchase of Common Stock Document Information [Line Items] Document Information [Line Items] Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Schedule of Segment Reporting Information, by Segment [Table] Schedule of Segment Reporting Information, by Segment [Table] Contingent consideration, liability, period Business Combination, Contingent Consideration, Liability, Period Business Combination, Contingent Consideration, Liability, Period Capped call, initial cap price (in dollars per share) Capped Call, Initial Cap Price Capped Call, Initial Cap Price Lease not yet commenced, undiscounted amount Unrecorded Unconditional Purchase Obligation Change in Accounting Estimate, Type [Domain] Change in Accounting Estimate, Type [Domain] Remaining performance obligation, percent Revenue, Remaining Performance Obligation, Percentage Income Taxes Income Tax Disclosure [Text Block] 2028 Lessee, Operating Lease, Liability, to be Paid, Year Four Earnings Per Share [Abstract] Equity [Abstract] Equity [Abstract] Accumulated deficit Retained Earnings (Accumulated Deficit) Long Long [Member] Class of Stock [Domain] Class of Stock [Domain] Revenue Revenue from Contract with Customer Benchmark [Member] General and administrative General and Administrative Expense 2025 Notes Senior Convertible Notes Due 2025 [Member] Senior Convertible Notes Due 2025 Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Operating lease, weighted average discount rate, percent Operating Lease, Weighted Average Discount Rate, Percent Total operating lease liabilities Operating Lease, Liability Net cash provided by (used in) financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Credit Facility [Axis] Credit Facility [Axis] Amendment Flag Amendment Flag Entity Registrant Name Entity Registrant Name Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Depreciation and amortization expense Depreciation, Depletion and Amortization Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Table] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Table] Gross profit Gross Profit Fair Value as of Grant Date Award Grant Date Fair Value Amortized cost of available-for-sale investments with maturities less than one year Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, Year One Level II Fair Value, Inputs, Level 2 [Member] Financing Arrangements Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Geographical [Domain] Geographical [Domain] Amortization of deferred contract acquisition costs Amortization of deferred contract acquisition costs Capitalized Contract Cost, Amortization Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Debt principal amount Debt Instrument, Face Amount Schedule of Disaggregation of Revenue Disaggregation of Revenue [Table Text Block] Entity Address, Postal Zip Code Entity Address, Postal Zip Code Schedule of Stock-based Compensation Expense Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Principles of Consolidation Consolidation, Policy [Policy Text Block] Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Concentration Risk Type [Axis] Concentration Risk Type [Axis] Common stock, value, issued Common Stock, Value, Issued Fiscal Period Fiscal Period, Policy [Policy Text Block] Share-Based Payment Arrangement [Abstract] Cash and cash equivalents Amortized Cost Cash and Cash Equivalents, at Carrying Value Leases Lessor, Operating Leases [Text Block] Other investing activities Payments for (Proceeds from) Other Investing Activities Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Conversion of Class B to Class A common stock Stock Issued During Period, Value, Conversion Of Shares Stock Issued During Period, Value, Conversion Of Shares Conversion requirement, threshold trading days (at least) Debt Instrument, Convertible, Threshold Trading Days Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Assets [Line Items] Loss on extinguishment of debt Loss on extinguishment of debt Gain (Loss) on Extinguishment of Debt Cash Flows from Financing Activities Net Cash Provided by (Used in) Financing Activities [Abstract] Convertible senior notes, net Convertible Debt, Noncurrent Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Useful life Property, Plant and Equipment, Useful Life Cash and Cash Equivalents [Domain] Cash and Cash Equivalents [Domain] Shares available for issuance under the Employee Stock Purchase Plan (ESPP) Shares issuable pursuant to the ESPP Employee Stock [Member] Net loss per share attributable to common stockholders, basic (in dollars per share) Earnings Per Share, Basic Accounts payable Increase (Decrease) in Accounts Payable Proceeds from the issuance of common stock for employee stock purchase plan Proceeds from Issuance of Common Stock Cash acquired Cash Acquired from Acquisition CashÂ & Cash Equivalents Cash and Cash Equivalents [Member] Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Expiration period Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period Accounts payable and accrued expenses related to property and equipment additions Capital Expenditures Incurred but Not yet Paid Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Amortized cost of available-for-sale investments with maturities greater than one year Debt Securities, Available-For-Sale, Maturity, Allocated And Single Maturity Date, After One Year, Amortized Cost Debt Securities, Available-For-Sale, Maturity, Allocated And Single Maturity Date, After One Year, Amortized Cost Non-cash operating lease costs Operating Lease Cost, Noncash Operating Lease Cost, Noncash Schedule of Stock by Class [Table] Stock, Class of Stock [Table] Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Options unrecognized stock-based compensation expense Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Total assets Assets 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Schedule of Fair Value by Significant Investment Category Fair Value, Assets Measured on Recurring Basis [Table Text Block] Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Deferred contract acquisition costs Increase (Decrease) In Capitalized Contract Cost Increase (Decrease) In Capitalized Contract Cost Other noncurrent liabilities Other Liabilities, Noncurrent Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items] Commitments and contingencies (NoteÂ 8) Commitments and Contingencies Total Interest and Debt Expense Equity Incentive Plan, 2019 Equity Incentive Plan, 2019 [Member] Equity Incentive Plan, 2019 Net (loss) gain on investments, net of tax AOCI, Debt Securities, Available-for-Sale, Adjustment, after Tax Termination Date Trading Arrangement Termination Date Certain Holders Conversion Certain Holders Conversion [Member] Certain Holders Conversion 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two Conversion requirement, threshold percentage of stock price trigger (at least) Debt Instrument, Convertible, Threshold Percentage of Stock Price Trigger Stock-based Compensation Share-Based Payment Arrangement [Text Block] Debt conversion converted instrument additional shares initial conversion (in shares) Debt Instrument, Convertible, Additional Shares To The Initial Conversion Debt Instrument, Convertible, Additional Shares To The Initial Conversion Entity Address, City or Town Entity Address, City or Town Debt Instrument [Axis] Debt Instrument [Axis] Stock-based compensation expense Total stock-based compensation expense Share-Based Payment Arrangement, Expense Net loss Net loss Net loss attributable to common stockholders Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Business Acquisition [Axis] Business Acquisition [Axis] Schedule of Acquired Intangible Assets, Net Schedule of Finite-Lived Intangible Assets [Table Text Block] Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Entity File Number Entity File Number Cash and Cash Equivalents [Axis] Cash and Cash Equivalents [Axis] Conversion of Class B to Class A common stock (in shares) Stock Issued During Period, Shares, Conversion Of Shares Stock Issued During Period, Shares, Conversion Of Shares Net changes on cash flow hedges Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax Revenue Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One 2026 Notes Senior Convertible Notes Due 2026 [Member] Senior Convertible Notes Due 2026 Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Total assets measured at fair value on a recurring basis Assets, Fair Value Disclosure Accrued expenses and other current liabilities Increase (Decrease) in Accrued Liabilities and Other Operating Liabilities Name Forgone Recovery, Individual Name 2024 (remaining nine months) Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year Weighted average remaining lease term Operating Lease, Weighted Average Remaining Lease Term Document Period End Date Document Period End Date Indemnity holdback consideration associated with business combinations Business Combination, Indemnity Holdback Consideration Business Combination, Indemnity Holdback Consideration Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Total lease payments Lessee, Operating Lease, Liability, to be Paid Insider Trading Arrangements [Line Items] Balance Sheet Components Supplemental Balance Sheet Disclosures [Text Block] BastionZero BastionZero [Member] BastionZero Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Contract with Customer, Sales Channel [Domain] Contract with Customer, Sales Channel [Domain] Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] 2027 Lessee, Operating Lease, Liability, to be Paid, Year Three PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Cost of revenue Cost of Revenue Revenue recognized Contract with Customer, Liability, Revenue Recognized Adjustment to Compensation: Adjustment to Compensation [Axis] Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Document Transition Report Document Transition Report Document Quarterly Report Document Quarterly Report Reclassification of gain (loss) included in net loss Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), Reclassification, after Tax Strike price (in dollars per share) Option Indexed to Issuer's Equity, Strike Price Accumulated other comprehensive income (loss) Accumulated Other Comprehensive Income (Loss), Net of Tax Entity Current Reporting Status Entity Current Reporting Status Accumulated deficit Retained Earnings [Member] Amortization of debt issuance costs Amortization of Debt Issuance Costs Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Weighted-average shares used in computing net loss per share attributable to common stockholders, basic (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Variable Rate Component [Axis] Variable Rate Component [Axis] Variable Rate Component Variable Rate Component One Variable Rate Component One [Member] Variable Rate Component One Options vesting during period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested, Number of Shares Document Information [Table] Document Information [Table] Amortization of debt issuance costs Amortization of Debt Issuance Costs and Discounts Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Name Awards Close in Time to MNPI Disclosures, Individual Name Construction in progress Construction in Progress [Member] Entity Filer Category Entity Filer Category Remaining performance obligation, amount Revenue, Remaining Performance Obligation, Amount Income Statement Location [Domain] Statement of Income Location, Balance [Domain] Purchases of available-for-sale securities Payments to Acquire Debt Securities, Available-for-Sale Letter of Credit Letter of Credit [Member] Company Selected Measure Name Company Selected Measure Name EX-101.PRE 10 cloud-20240630_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT XML 12 R1.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Cover - shares 6 Months Ended Jun. 30, 2024 Jul. 18, 2024 Document Information [Line Items] Â Â Document Type 10-Q Â Document Quarterly Report true Â Document Period End Date Jun. 30, 2024 Â Document Transition Report false Â Entity File Number 001-39039 Â Entity Registrant Name Cloudflare, Inc. Â Entity Incorporation, State or Country Code DE Â Entity Tax Identification Number 27-0805829 Â Entity Address, Address Line One 101 Townsend Street Â Entity Address, City or Town San Francisco Â Entity Address, State or Province CA Â Entity Address, Postal Zip Code 94107 Â City Area Code 888 Â Local Phone Number 993-5273 Â Title of 12(b) Security Class A Common Stock, $0.001 par value Â Trading Symbol NET Â Security Exchange Name NYSE Â Entity Current Reporting Status Yes Â Entity Interactive Data Current Yes Â Entity Filer Category Large Accelerated Filer Â Entity Small Business false Â Entity Emerging Growth Company false Â Entity Shell Company false Â Amendment Flag false Â Entity Central Index Key 0001477333 Â Document Fiscal Period Focus Q2 Â Document Fiscal Year Focus 2024 Â Current Fiscal Year End Date --12-31 Â Class A common stock Â Â Document Information [Line Items] Â Â Entity Common Stock, Shares Outstanding Â 303,675,639 Class B common stock Â Â Document Information [Line Items] Â Â Entity Common Stock, Shares Outstanding Â 38,027,095 X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted

submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: dei_DocumentInformationLineItems Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a + Details Name: dei_DocumentQuarterlyReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1 + Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_ Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition available. + Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details Name: dei_EntityFileNumber Namespace Prefix: dei_ Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405 + Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityShellCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_ Data Type: dei:employerIdItemType Balance Type: na Period Type: duration X - DefinitionLocal phone number for entity. + ReferencesNo definition available. + Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionTitle of a 12(b) registered security. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b + Details Name: dei_Security12bTitle Namespace Prefix: dei_ Data Type: dei:securityTitleItemType Balance Type: na Period Type: duration X - DefinitionName of the Exchange on which a security is registered. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1 + Details Name: dei_SecurityExchangeName Namespace Prefix: dei_ Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei_TradingSymbol Namespace Prefix: dei_ Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 13 R2.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CONDENSED CONSOLIDATED BALANCE SHEETS - USD ($) $ in Thousands Jun. 30, 2024 Dec. 31, 2023 Current assets: Â Â Cash and cash equivalents $ 156,967 $ 86,864 Available-for-sale securities 1,600,430 1,586,880 Accounts receivable, net 250,213 248,268 Contract assets 12,917 11,041 Restricted cash short-term 1,000 2,522 Prepaid expenses and other current assets 71,491 47,502 Total current assets 2,093,018 1,983,077 Property and equipment, net 339,124 322,813 Goodwill 156,162 148,047 Acquired intangible assets, net 21,663 19,564 Operating lease right-of-use assets 141,870 138,556 Deferred contract acquisition costs, noncurrent 144,330 133,236 Restricted cash 2,023 1,838 Other noncurrent assets 18,483 12,636 Total assets 2,916,673 2,759,767 Current liabilities: Â Â Accounts payable 59,528 53,727 Accrued expenses and other current liabilities 66,916 63,597 Accrued compensation 57,813 63,801 Operating lease liabilities 40,740 38,351 Deferred revenue 370,968 347,608 Total current liabilities 595,965 567,084 Convertible senior notes, net 1,285,342 1,283,362 Operating lease liabilities, noncurrent 112,508 113,490 Deferred revenue, noncurrent 23,579 17,244 Other noncurrent liabilities 17,734 15,540 Total liabilities 2,035,128 1,996,720 Commitments and contingencies (NoteÂ 8) Stockholdersâ€™ Equity Â Â Additional paid-in capital 1,956,984 1,784,566 Accumulated deficit (1,074,461) (1,023,840) Accumulated other comprehensive income (loss) (1,319) 1,984 Total stockholdersâ€™ equity 881,545 763,047 Total liabilities and stockholdersâ€™ equity 2,916,673 2,759,767 Class A common stock Â Â Stockholdersâ€™ Equity Â Â Common stock, value, issued 302 297 Class B common stock Â Â Stockholdersâ€™ Equity Â Â Common stock, value, issued $ 39 $ 40 X - DefinitionAccrued Liabilities And Other Liabilities, Current + ReferencesNo definition available. + Details Name: cloud_AccruedLiabilitiesAndOtherLiabilitiesCurrent Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14 + Details Name: us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapital Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -

Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_AssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1 + Details Name: us-gaap_AvailableForSaleSecuritiesDebtSecuritiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated amortization and accumulated impairment loss, of asset recognized from cost incurred to obtain or fulfill contract with customer; classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostNetNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommitmentsAndContingencies Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_CommonStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8 + Details Name: us-gaap_ContractWithCustomerAssetNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying amount of long-term convertible debt as of the balance sheet date, net of the amount due in the next twelve months or greater than the normal operating cycle, if longer. The debt is convertible into another form of financial instrument, typically the entity's common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_ConvertibleDebtNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_EmployeeRelatedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI

https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 15: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-5Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 21: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of noncurrent assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAssetsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities classified as other, due after one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -

Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash restricted as to withdrawal or usage, classified as current. 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. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8 + Details Name: us-gaap_RestrictedCashCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash restricted as to withdrawal or usage, classified as noncurrent. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 5 -SubTopic 210 -Topic 954 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477220/954-210-45-5Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8 + Details Name: us-gaap_RestrictedCashNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 14 R3.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) - $ / shares Jun. 30, 2024 Dec. 31, 2023 Class A common stock Â Â Stockholdersâ€™ Equity Â Â Common stock, par value (in dollars per share) $ 0.001 $ 0.001 Common stock, shares authorized (in shares) 2,250,000,000 2,250,000,000 Common stock, shares issued (in shares) 303,321,000 298,089,000 Common stock, shares outstanding (in shares) 303,321,000 298,089,000 Class B common stock Â Â Stockholdersâ€™ Equity Â Â Common stock, par value (in dollars per share) $ 0.001 $ 0.001 Common stock, shares authorized (in shares) 315,000,000 315,000,000 Common stock, shares issued (in shares) 38,216,000 39,443,000 Common stock, shares outstanding (in shares) 38,216,000 39,443,000 X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 15 R4.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS - USD ($) shares in Thousands, $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Income Statement [Abstract] Â Â Â Â Revenue $ 400,996 $ 308,494 $ 779,598 $ 598,669 Cost of revenue 89,011 75,221 174,049 145,653 Gross profit 311,985 233,273 605,549 453,016 Operating expenses: Â Â Â Â Sales and marketing 174,501 146,688 368,603 283,689 Research and development 102,547 89,610 190,250 171,149 General and administrative 69,635 53,147 135,944 101,622 Total operating expenses 346,683 289,445 694,797 556,460 Loss from operations (34,698) (56,172) (89,248) (103,444) Non-operating income (expense): Â Â Â Â Interest income 21,715 16,536 42,967 30,023 Interest expense (1,218) (1,539) (2,318) (3,665) Loss on extinguishment of debt 0 (50,300) 0 (50,300) Other income (expense), net 269 (1,527) 1,393 (2,384) Total non-operating income (expense), net 20,766 (36,830) 42,042 (26,326) Loss before income taxes (13,932) (93,002) (47,206) (129,770) Provision for income taxes 1,146 1,465 3,415 2,779 Net loss $ (15,078) $ (94,467) $ (50,621) $ (132,549) Net loss per share attributable to common stockholders, basic (in dollars per share) $ (0.04) $ (0.28) $ (0.15) $ (0.40) Net loss per share attributable to common stockholders, diluted (in dollars per share) $ (0.04) $ (0.28) $ (0.15) $ (0.40) Weighted-average shares used in computing net loss per share attributable to common stockholders, basic (in shares) 340,648 332,297 339,617 331,448 Weighted-average shares used in computing net loss per share attributable to common stockholders, diluted (in shares) 340,648 332,297 339,617 331,448 X - DefinitionThe aggregate cost of goods produced and sold and services rendered during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1B + Details Name: us-gaap_CostOfRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -

Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionDifference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4 + Details Name: us-gaap_GainsLossesOnExtinguishmentOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_GeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_GrossProfit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeStatementAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -

Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of interest expense classified as nonoperating. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_InterestExpenseNonoperating Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate amount of income from investments (for example, dividends) not considered a component of the entity's core operations. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_InvestmentIncomeNonoperating Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate amount of income or expense from ancillary business-related activities (that is to say, excluding major activities considered part of the normal operations of the business). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_NonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NonoperatingIncomeExpenseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionGenerally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense. + ReferencesNo definition available. + Details Name: us-gaap_OperatingExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OperatingExpensesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (expense) related to nonoperating activities, classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_OtherNonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 730 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482916/730-10-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 912 -SubTopic 730 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479532/912-730-25-1 + Details Name: us-gaap_ResearchAndDevelopmentExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate total amount of expenses directly related to the marketing or selling of products or services. + ReferencesNo definition available. + Details Name: us-gaap_SellingAndMarketingExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 16 R5.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS - 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] Â Â Â Â Net loss $ (15,078) $ (94,467) $ (50,621) $ (132,549) Other comprehensive income (loss), net of tax: Â Â Â Â Change in unrealized gain (loss) on investments (915) (171) (3,799) 5,587 Cash flow hedges: Â Â Â Â Change in unrealized gain (loss) on cash flow hedges 910 0 910 0 Reclassification of gain (loss) included in net loss (414) 0 (414) 0 Net changes on cash flow hedges 496 0 496 0 Other comprehensive income (loss), net of tax (419) (171) (3,303) 5,587 Comprehensive loss $ (15,497) $ (94,638) $ (53,924) $ (126,962) X - DefinitionAmount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-5 + Details Name: us-gaap_ComprehensiveIncomeNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OtherComprehensiveIncomeDerivativesQualifyingAsHedgesNetOfTaxPeriodIncreaseDecreaseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after tax and adjustment, of unrealized gain (loss) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale) and unrealized gain (loss) on investment in debt security measured at amortized cost (held-to-maturity) from transfer to available-for-sale. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10AReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11 + Details Name: us-gaap_OtherComprehensiveIncomeLossAvailableForSaleSecuritiesAdjustmentNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after tax and reclassification, of gain (loss) from derivative instrument designated and qualifying as cash flow hedge included in assessment of hedge effectiveness. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10A + Details Name: us-gaap_OtherComprehensiveIncomeLossCashFlowHedgeGainLossAfterReclassificationAndTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after tax and before reclassification, of gain (loss) from derivative instrument designated and qualifying as cash flow hedge included in assessment of hedge effectiveness. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10A + Details Name: us-gaap_OtherComprehensiveIncomeLossCashFlowHedgeGainLossBeforeReclassificationAfterTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after tax, of reclassification of gain (loss) from accumulated other comprehensive income (AOCI) for derivative instrument designated and qualifying as cash flow hedge included in assessment of hedge effectiveness. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-15 + Details Name: us-gaap_OtherComprehensiveIncomeLossCashFlowHedgeGainLossReclassificationAfterTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OtherComprehensiveIncomeLossNetOfTaxPeriodIncreaseDecreaseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after tax of other comprehensive income (loss) attributable to parent entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10

-Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A + Details Name: us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_StatementOfIncomeAndComprehensiveIncomeAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 17 R6.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERSâ€™ EQUITY - USD ($) $ in Thousands Total Additional paid-in capital Accumulated deficit Accumulated other comprehensive loss Class A common stock Class A common stock Common stock Class B common stock Class B common stock Common stock Beginning balance (in shares) at Dec. 31, 2022 Â Â Â Â Â 286,561,000 Â 43,525,000 Beginning balance at Dec. 31, 2022 $ 623,964 $ 1,475,423 $ (839,891) $ (11,896) Â $ 286 Â $ 42 Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Â Issuance of common stock upon exercise of stock options (in shares) Â Â Â Â Â 240,000 Â 1,280,000 Issuance of common stock upon exercise of stock options 7,059 7,058 Â Â Â Â Â Â $ 1 Repurchases of unvested common stock (in shares) Â Â Â Â Â (17,000) Â Â Vesting of shares issued upon early exercise of stock options 1,171 1,170 Â Â Â Â Â $ 1 Issuance of common stock related to settlement of restricted stock units (RSUs) and (PSUs) (in shares) Â Â Â Â Â 1,533,000 Â 322,000 Issuance of common stock related to settlement of restricted stock units (RSUs) and performance stock units (PSUs) 0 (2) Â Â Â Â $ 2 Â $ 0 Tax withholding on RSU settlement (in shares) Â Â Â Â Â (41,000) Â (13,000) Tax withholding on RSU settlement (3,383) (3,383) Â Â Â Â Â Â Conversion of Class B to Class A common stock (in shares) Â Â Â Â Â 3,307,000 Â (3,307,000) Conversion of Class B to Class A common stock 0 Â Â Â Â $ 3 Â $ (3) Common stock issued under employee stock purchase plan (in shares) Â Â Â Â Â 249,000 Â Â Common stock issued under employee stock purchase plan 10,450 10,450 Â Â Â Â Â Â Â Stock-based compensation 129,535 129,535 Â Â Â Â Â Â Net loss (132,549) Â (132,549) Â Â $ (115,760) Â $ (16,789) Other comprehensive (loss) income 5,587 Â Â 5,587 Â Â Â Â Ending balance (in shares) at Jun. 30, 2023 Â Â Â Â Â 291,832,000 Â 41,807,000 Ending balance at Jun. 30, 2023 641,834 1,620,251 (972,440) (6,309) Â $ 291 Â $ 41 Beginning balance (in shares) at Mar. 31, 2023 Â Â Â Â Â 289,372,000 Â 42,395,000 Beginning balance at Mar. 31, 2023 652,586 1,536,367 (877,973) (6,138) Â $ 289 Â $ 41 Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Â Issuance of common stock upon exercise of stock options (in shares) Â Â Â Â Â 147,000 Â 567,000 Issuance of common stock upon exercise of stock options 3,754 3,754 Â Â Â Â Â Â $ 0 Repurchases of unvested common stock (in shares) Â Â Â Â Â (17,000) Â Â Vesting of shares issued upon early exercise of stock options 581 580 Â Â Â Â Â $ 1 Issuance of common stock related to settlement of restricted stock units (RSUs) and (PSUs) (in shares) Â Â Â Â Â 818,000 Â 133,000 Issuance of common stock related to settlement of restricted stock units (RSUs) and performance stock units (PSUs) 0 (1) Â Â Â $ 1 Â Â Tax withholding on RSU settlement (in shares) Â Â Â Â Â (20,000) Â (5,000) Tax withholding on RSU settlement (1,325) (1,325) Â Â Â Â Â Â Conversion of Class B to Class A common stock (in shares) Â Â Â Â Â 1,283,000 Â (1,283,000) Conversion of Class B to Class A common stock 0 Â Â Â Â $ 1 Â $ (1) Common stock issued under employee stock purchase plan (in shares) Â Â Â Â Â 249,000 Â Â Common stock issued under employee stock purchase plan 10,450 10,450 Â Â Â Â Â Â Â Stock-based compensation 70,426 70,426 Â Â Â Â Â Â Net loss (94,467) Â (94,467) Â Â $ (82,620) Â $ (11,847) Other comprehensive (loss) income (171) Â Â (171) Â Â Â Â Ending balance (in shares) at Jun. 30, 2023 Â Â Â Â Â 291,832,000 Â 41,807,000 Ending balance at Jun. 30, 2023 641,834 1,620,251 (972,440) (6,309) Â $ 291 Â $ 41 Beginning balance (in shares) at Dec. 31, 2023 Â Â Â Â Â 298,089,000 298,089,000 39,443,000 39,443,000 Beginning balance at Dec. 31, 2023 763,047 1,784,566 (1,023,840) 1,984 Â $ 297 Â $ 40 Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Â Issuance of common stock upon exercise of stock options (in shares) Â Â Â Â Â 186,000 Â 1,592,000 Issuance of common stock upon exercise of stock options 7,614 7,612 Â Â Â $ 0 Â $ 2 Issuance of common stock related to early exercised stock options (in shares) Â Â Â Â Â Â Â 2,000 Vesting of shares issued upon early exercise of stock options 63 63 Â Â Â Â Â $ 0 Issuance of common stock related to settlement of restricted stock units (RSUs) and (PSUs) (in shares) Â Â Â Â Â 2,154,000 Â 0 Issuance of common stock related to settlement of restricted stock units (RSUs) and performance stock units (PSUs) 0 (2) Â Â Â $ 2 Â $ 0 Tax withholding on RSU settlement (in shares) Â Â Â Â Â (102,000) Â 0 Tax withholding on RSU settlement (8,763) (8,763) Â Â Â Â Â Â Conversion of Class B to Class A common stock (in shares) Â Â Â Â Â 2,821,000 Â (2,821,000) Conversion of Class B to Class A common stock 0 Â Â Â Â $ 3 Â $ (3) Common stock issued under employee stock purchase plan (in shares) Â Â Â Â Â 173,000 Â Common stock issued under employee stock purchase plan 10,455 10,455 Â Â Â Â Â Â Other 1,689 1,689 Â Â Â Â Â Â Stock-based compensation 161,364 161,364 Â Â Â Â Â Â Net loss (50,621) Â (50,621) Â Â $ (44,833) Â $ (5,788) Other comprehensive (loss) income (3,303) Â Â (3,303) Â Â Â Â Ending balance (in shares) at Jun. 30, 2024 Â Â Â Â Â 303,321,000 303,321,000 38,216,000 38,216,000 Ending balance at Jun. 30, 2024 881,545 1,956,984 (1,074,461) (1,319) Â $ 302 Â $ 39 Beginning balance (in shares) at Mar. 31, 2024 Â Â Â Â Â 301,023,000 Â 38,710,000 Beginning balance at Mar. 31, 2024 797,224 1,857,168 (1,059,383) (900) Â $ 300 Â $ 39 Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Â Issuance of common stock upon exercise of stock options (in shares) Â Â Â Â Â 72,000 Â 576,000 Issuance of common stock upon exercise of stock options 3,192 3,191 Â Â Â Â Â $ 1 Issuance of common stock related to early exercised stock options (in shares) Â Â Â Â Â Â Â 2,000 Vesting of shares issued upon early exercise of stock options 32 32 Â Â Â Â Â Â Issuance of common stock related to settlement of restricted stock units (RSUs) and (PSUs) (in shares) Â Â Â Â Â 1,040,000 Â Â Issuance of common stock related to settlement of restricted stock units (RSUs) and performance stock units (PSUs) 0 (1) Â Â Â $ 1 Â Â Tax withholding on RSU settlement (in shares) Â Â Â Â Â (59,000) Â Â Tax withholding on RSU settlement (4,362) (4,362) Â Â Â Â Â Â Conversion of Class B to Class A common stock (in shares) Â Â Â Â Â 1,072,000 Â (1,072,000) Conversion of Class B to Class A common stock 0 Â Â Â Â $ 1 Â $ (1) Common stock issued under employee stock purchase plan (in shares) Â Â Â Â Â 173,000 Â Â Common stock issued under employee stock purchase plan 10,455 10,455 Â Â Â Â Â Â Â Other 1,689 1,689 Â Â Â Â Â Â Stock-based compensation 88,812 88,812 Â Â Â Â Â Â Net loss (15,078) Â (15,078) Â Â $ (13,375) Â $ (1,703) Other comprehensive (loss) income (419) Â Â (419) Â Â Â Â Ending balance (in shares) at Jun. 30, 2024 Â Â Â Â Â 303,321,000 303,321,000 38,216,000 38,216,000 Ending balance at Jun. 30, 2024 $ 881,545 $ 1,956,984 $ (1,074,461) $ (1,319) Â $ 302 Â $ 39 X - DefinitionAPIC, Share-Based Payment Arrangement, Increase For Stock Options Early Exercised + ReferencesNo definition available. + Details Name: cloud_APICShareBasedPaymentArrangementIncreaseForStockOptionsEarlyExercised Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionShare-Based Compensation Arrangement By Share-Based Payment Award, Options, Early Exercises In Period + ReferencesNo definition available. + Details Name: cloud_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsEarlyExercisesInPeriod Namespace Prefix: cloud_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionStock Issued During Period, Shares, Conversion Of Shares + ReferencesNo definition available. + Details Name: cloud_StockIssuedDuringPeriodSharesConversionOfShares Namespace Prefix: cloud_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionStock Issued During Period, Value, Conversion Of Shares + ReferencesNo definition available. + Details Name: cloud_StockIssuedDuringPeriodValueConversionOfShares Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of decrease to equity for grantee's tax withholding obligation for award under share-based payment arrangement. + ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-13Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-12 + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInStockholdersEquityRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37:

http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax of other comprehensive income (loss) attributable to parent entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A + Details Name: us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares used to settle grantee's tax withholding obligation for award under share-based payment arrangement. + ReferencesNo definition available. + Details Name: us-gaap_SharesPaidForTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares issued during the period as a result of an employee stock purchase plan. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesEmployeeStockPurchasePlans Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionTotal number of shares issued during the period, including shares forfeited, as a result of Restricted Stock Awards. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of share options (or share units) exercised during the current period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAggregate change in value for stock issued during the period as a result of employee stock purchase plan. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueEmployeeStockPurchasePlan Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAggregate value of stock related to Restricted Stock Awards issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueRestrictedStockAwardGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue of stock issued as a result of the exercise of stock options. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares that have been repurchased during the period and have not been retired and are not held in treasury. Some state laws may govern the circumstances under which an entity may acquire its own stock and prescribe the accounting treatment therefore. This element is used when state law does not recognize treasury stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockRepurchasedDuringPeriodShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThis element represents movements included in the statement of changes in stockholders' equity which are not separately disclosed or provided for elsewhere in the taxonomy. + ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityOther Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 18 R7.htm IDEA: XBRL DOCUMENT v3.24.2.u1 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - USD ($) $ in Thousands 3 Months Ended 6 Months Ended 12 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Dec. 31, 2023 Cash Flows from Operating Activities Â Â Â Â Â Net loss $ (15,078) $ (94,467) $ (50,621) $ (132,549) Â Adjustments to reconcile net loss to cash provided by operating activities: Â Â Â Â Â Depreciation and amortization expense Â Â 59,767 65,182 Â Non-cash operating lease costs Â Â 23,124 21,925 Â Amortization of deferred contract acquisition costs 18,884 14,902 36,991 29,011 Â Stock-based compensation expense Â Â 155,714 125,793 Â Amortization of debt issuance costs Â Â 1,980 2,470 Â Net accretion of discounts and amortization of premiums on available-for-sale securities Â Â (24,028) (19,050) Â Deferred income taxes Â Â (1,310) (613) Â Provision for bad debt Â Â 4,770 6,037 Â Loss on extinguishment of debt 0 50,300 0 50,300 Â Other Â Â 291 494 Â Changes in operating assets and liabilities, net of effect of acquisitions: Â Â Â Â Â Accounts receivable, net Â Â (6,715) (35,413) Â Contract assets Â Â (1,876) (381) Â Deferred contract acquisition costs Â Â (48,085) (43,348) Â Prepaid expenses and other current assets Â Â (24,726) (13,996) Â Other noncurrent assets Â Â 1,941 (1,991) Â Accounts payable Â Â 15,996 6,602 Â Accrued expenses and other current liabilities Â Â 254 1,454 Â Operating lease liabilities Â Â (25,031) (18,149) Â Deferred revenue Â Â 29,695 56,460 Â Other noncurrent liabilities Â Â 263 627 Â Net cash provided by operating activities Â Â 148,394 100,865 Â Cash Flows from Investing Activities Â Â Â Â Â Purchases of property and equipment Â Â (61,681) (56,289) Â Capitalized internal-use software Â Â (12,831) (10,703) Â Asset acquisitions and business combinations, net of cash acquired Â Â (13,977) 0 Â Purchases of available-for-sale securities Â Â (790,675) (795,096) Â Sales of available-for-sale securities Â Â 0 20,248 Â Maturities of available-for-sale securities Â Â 792,354 857,456 Â Other investing activities Â Â 18 59 Â Net cash provided by (used in) investing activities Â Â (86,792) 15,675 Â Cash Flows from Financing Activities Â Â Â Â Â Repayments of convertible senior notes Â Â 0 (172,249) Â Cash paid for issuance costs on revolving credit facility Â Â (2,148) 0 Â Proceeds from the exercise of stock options Â Â 7,614 7,059 Â Proceeds from the early exercise of stock options Â Â 6 0 Â Repurchases of unvested common stock Â Â 0 (34) Â Proceeds from the issuance of common stock for employee stock purchase plan Â Â 10,455 10,450 Â Payment of tax withholding obligation on RSU settlement Â Â (8,763) (3,383) Â Payment of indemnity holdback Â Â 0 (9,208) Â Net cash provided by (used in) financing activities Â Â 7,164 (167,365) Â Net increase (decrease) in cash, cash equivalents, and restricted cash Â Â 68,766 (50,825) Â Cash, cash equivalents, and restricted cash, beginning of period Â Â 91,224 215,204 $ 215,204 Cash, cash equivalents, and restricted cash, end of period $ 159,990 $ 164,379 159,990 164,379 $ 91,224 Supplemental Disclosure of Cash Flow Information: Â Â Â Â Â Cash paid for interest Â Â 63 595 Â Cash paid for income taxes, net of refunds Â Â 2,741 2,557 Â Cash paid for operating lease liabilities Â Â 22,788 18,306 Â Supplemental Disclosure of Non-cash Investing and Financing Activities: Â Â Â Â Â Stock-based compensation capitalized for software development Â Â 4,950 3,525 Â Accounts payable and accrued expenses related to property and equipment additions Â Â 14,243 8,347 Â Vesting of early exercised stock options Â Â 63 1,171 Â Indemnity holdback consideration associated with business combinations Â Â 2,023 0 Â Operating lease right-of-use assets obtained in exchange for operating lease liabilities Â Â 22,870 16,636 Â Maturity of marketable securities in other current assets Â Â $ 5,000 $ 0 Â X - DefinitionBusiness Combination, Indemnity Holdback Consideration + ReferencesNo definition available. + Details Name: cloud_BusinessCombinationIndemnityHoldbackConsideration Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionCash Paid For Operating Lease Liabilities + ReferencesNo definition available. + Details Name: cloud_CashPaidForOperatingLeaseLiabilities Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionIncrease (Decrease) In Capitalized Contract Cost + ReferencesNo definition available. + Details Name: cloud_IncreaseDecreaseInCapitalizedContractCost Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionIncrease (Decrease) In Operating Lease Liabilities + ReferencesNo definition available. + Details Name: cloud_IncreaseDecreaseInOperatingLeaseLiabilities Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionOperating Lease Cost, Noncash + ReferencesNo definition available. + Details Name: cloud_OperatingLeaseCostNoncash Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type:

debit Period Type: duration X - DefinitionPayment Of Indemnity Holdback + ReferencesNo definition available. + Details Name: cloud_PaymentOfIndemnityHoldback Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionPayments For Repurchases And Conversions Of Convertible Notes + ReferencesNo definition available. + Details Name: cloud_PaymentsForRepurchasesAndConversionsOfConvertibleNotes Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionPayments To Acquire Business And Assets, Net Of Cash Acquired + ReferencesNo definition available. + Details Name: cloud_PaymentsToAcquireBusinessAndAssetsNetOfCashAcquired Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionProceeds From Stock Options Exercised Early + ReferencesNo definition available. + Details Name: cloud_ProceedsFromStockOptionsExercisedEarly Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionShare-Based Payment Arrangement, Vesting Of Early Exercised Stock Options + ReferencesNo definition available. + Details Name: cloud_ShareBasedPaymentArrangementVestingOfEarlyExercisedStockOptions Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionSupplemental Cash Flow Elements, Maturity Of Marketable Securities In Other Current Assets + ReferencesNo definition available. + Details Name: cloud_SupplementalNoncashInvestingAndFinancingItemsMaturityOfMarketableSecuritiesInOtherCurrentAssets Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe sum of the periodic adjustments of the differences between securities' face values and purchase prices that are charged against earnings. This is called accretion if the security was purchased at a discount and amortization if it was purchased at premium. As a noncash item, this element is an adjustment to net income when calculating cash provided by or used in operations using the indirect method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_AccretionAmortizationOfDiscountsAndPremiumsInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of amortization expense attributable to debt discount (premium) and debt issuance costs. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3 + Details Name: us-gaap_AmortizationOfFinancingCostsAndDiscounts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionFuture cash outflow to pay for purchases of fixed assets that have occurred. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_CapitalExpendituresIncurredButNotYetPaid Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of amortization expense for asset recognized from cost incurred to obtain or fulfill contract with customer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of deferred income tax expense (benefit) pertaining to income (loss) from continuing operations. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(1)(Note 1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (b) -SubTopic 10 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9 + Details Name: us-gaap_DeferredIncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22 + Details Name: us-gaap_DepreciationDepletionAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cost capitalized for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsCapitalizedAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionDifference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4 + Details Name: us-gaap_GainsLossesOnExtinguishmentOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2AReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 23 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-23Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-22Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_IncomeTaxesPaidNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in accrued expenses, and obligations classified as other. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccruedLiabilitiesAndOtherOperatingLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInContractWithCustomerAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 310 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478345/912-310-45-11Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in noncurrent assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInOtherNoncurrentAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in noncurrent operating liabilities classified as other. + ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOtherNoncurrentLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-17Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_InterestPaidNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash

inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionOther cash or noncash adjustments to reconcile net income to cash provided by (used in) operating activities that are not separately disclosed in the statement of cash flows (for example, cash received or cash paid during the current period for miscellaneous operating activities, net change during the reporting period in other assets or other liabilities). + ReferencesNo definition available. + Details Name: us-gaap_OtherOperatingActivitiesCashFlowStatement Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash (inflow) outflow from investing activities classified as other. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 45 -Paragraph 12 -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_PaymentsForProceedsFromOtherInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow to reacquire common stock during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsForRepurchaseOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for loan and debt issuance costs. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfFinancingCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow to satisfy grantee's tax withholding obligation for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsRelatedToTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow to acquire investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-11Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-11 + Details Name: us-gaap_PaymentsToAcquireAvailableForSaleSecuritiesDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow to acquire asset without physical form usually arising from contractual or other legal rights, excluding goodwill. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow from maturity, prepayment and call of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-11Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 12 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromMaturitiesPrepaymentsAndCallsOfAvailableForSaleSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow from sale of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-11Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-9Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-11 + Details Name: us-gaap_ProceedsFromSaleOfAvailableForSaleSecuritiesDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow from exercise of option under share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Subparagraph (a) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2A + Details Name: us-gaap_ProceedsFromStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of expense (reversal of expense) for expected credit loss on accounts receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_ProvisionForDoubtfulAccounts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase in right-of-use asset obtained in exchange for operating lease liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -

Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SupplementalCashFlowInformationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 19 R8.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Organization and Basis of Presentation 6 Months Ended Jun. 30, 2024 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Organization and Basis of Presentation Organization and Basis of PresentationOrganization and Description of BusinessCloudflare, Inc. (theÂ Company, Cloudflare, we, us, or our) is a global cloud services provider that delivers a broad range of services to businesses of all sizes and in all geographies, making them more secure, enhancing the performance of their business-critical applications, and eliminating the cost and complexity of managing individual network hardware. Cloudflareâ€™s network serves as a scalable, easy-to-use, unified control plane to deliver security, performance, and reliability across on-premises, hybrid, cloud, and software-as-a-service (SaaS) applications. The Company was incorporated in Delaware in July 2009. The Company is headquartered in San Francisco, California.Basis of Presentation and Principles of ConsolidationThe accompanying interim condensed consolidated financial statements and accompanying notes have been prepared in conformity with generally accepted accounting principles in the United States (U.S.Â GAAP) and applicable regulations of the Securities and Exchange Commission (the SEC) regarding interim financial reporting, and include the accounts of the Company and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The Companyâ€™s fiscal year ends on DecemberÂ 31.Certain information and note disclosures normally included in the financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to the applicable required disclosures and regulations of the SEC. Therefore, these unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the related notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023.Unaudited Interim Condensed Consolidated Financial InformationThe accompanying interim condensed consolidated balance sheet as of JuneÂ 30, 2024, the condensed consolidated statements of operations and of comprehensive loss for the three and six months ended JuneÂ 30, 2024 and 2023, the condensed consolidated statements of cash flows for the six months ended JuneÂ 30, 2024 and 2023, the condensed consolidated statements of stockholdersâ€™ equity for the three and six months ended JuneÂ 30, 2024 and 2023, and the related footnote disclosures are unaudited. These unaudited interim condensed consolidated financial statements have been prepared in accordance with U.S. GAAP. In managementâ€™s opinion, the unaudited interim condensed consolidated financial statements include all adjustments necessary to state fairly the Companyâ€™s financial position as of JuneÂ 30, 2024, its results of operations for the three and six months ended JuneÂ 30, 2024 and 2023, and its cash flows for the six months ended JuneÂ 30, 2024 and 2023. The results for the three and six months ended JuneÂ 30, 2024 are not necessarily indicative of the results expected for the full year ending DecemberÂ 31, 2024 or any future period. The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the related notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023.Use of EstimatesThe preparation of condensed consolidated financial statements in conformity with U.S.Â GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the condensed consolidated financial statements and accompanying notes to the condensed consolidated financial statements. Such estimates include, but are not limited to, allowance for doubtful accounts, deferred contract acquisitions costs, the period of benefit generated from the Companyâ€™s deferred contract acquisition costs, the capitalization and estimated useful life of internal-use software, valuation of acquired intangible assets, the assessment of recoverability of intangible assets and their estimated useful lives, useful lives of property and equipment, the determination of the incremental borrowing rate used for operating lease liabilities, the valuation and recognition of stock-based compensation awards, uncertain tax positions, and the recognition and measurement of current and deferred income tax assets and liabilities. Management bases these estimates and assumptions on historical experience and on various other assumptions that are believed to be reasonable. Due in part to the Hamas-Israel and Russia-Ukraine conflicts, the potential worsening and expansion of such conflicts, and other macroeconomic and geopolitical conditions, there is ongoing uncertainty and significant disruption in the global economy and financial markets. The Company is not aware of any specific event or circumstance that would require an update to its estimates or assumptions or a revision of the carrying value of its assets or liabilities as of AugustÂ 1, 2024, the date of issuance of this Quarterly Report on Form 10-Q. These estimates and assumptions may change in the future, however, as new events occur and additional information is obtained. Actual results could differ materially from these estimates. X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/810/tableOfContentReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/205/tableOfContent + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 20 R9.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Summary of Significant Accounting Policies 6 Months Ended Jun. 30, 2024 Accounting Policies [Abstract] Â Summary of Significant Accounting Policies Summary of Significant Accounting PoliciesSignificant Accounting PoliciesThe Company's significant accounting policies are discussed in the "Notes to Consolidated Financial Statements, Note 2. Summary of Significant Accounting Policies" in the Company's Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023. There have been no significant changes to these policies that have had a material impact on the Company's condensed consolidated financial statements and related notes, except as noted below.Change in Accounting EstimateIn January 2024, the Company completed an assessment of the useful lives of our servers-network infrastructure, resulting in a change in the estimated useful lives of our servers-network infrastructure from four years to five years. This change in accounting estimate was effective beginning fiscal year 2024. Based on the carrying value of assets in service as of DecemberÂ 31, 2023, the change resulted in a reduction of depreciation expense of $11.9 million for the six months ended JuneÂ 30, 2024, recorded primarily in cost of revenue.Recent Accounting PronouncementsRecently Adopted Accounting PronouncementsThere have been no recently adopted accounting pronouncements since the filing of the Company's Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023 that may have a material impact on the Company's condensed consolidated financial statements. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for all significant accounting policies of the reporting entity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap_SignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 21 R10.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Revenue 6 Months Ended Jun. 30, 2024 Revenue from Contract with Customer [Abstract] Â Revenue RevenueDisaggregation of RevenueSubscription and support revenue is recognized over time and accounted for substantially all of the Companyâ€™s revenue for the three and six months ended JuneÂ 30, 2024 and 2023.The following table summarizes the revenue by region based on the billing address of customers who have contracted to use the Companyâ€™s global network and products:Three Months Ended June 30,Six Months Ended June 30,2024202320242023(dollars in thousands)(dollars in thousands)AmountPercentageof RevenueAmountPercentageof RevenueAmountPercentageof RevenueAmountPercentageof RevenueUnited States$207,008Â 51Â %$161,692Â 53Â %$403,471Â 52Â %$314,610Â 53Â %Europe, Middle East, and Africa110,968Â 28Â %84,346Â 27Â %216,352Â 28Â %162,677Â 27Â %Asia Pacific52,126Â 13Â %40,399Â 13Â %99,777Â 13Â %79,617Â 13Â %Other30,894Â 8Â %22,057Â 7Â %59,998Â 7Â %41,765Â 7Â %Total$400,996Â 100Â %$308,494Â 100Â %$779,598Â 100Â %$5 following table summarizes the revenue from contracts by type of customer:Three Months Ended June 30,Six Months Ended June 30,2024202320242023(dollars in thousands)(dollars in thousands)AmountPercentageof RevenueAmountPercentageof RevenueAmountPercentageof RevenueAmountPercentageof RevenueChannel partners$76,686Â 19Â %$47,148Â 15Â %$147,137Â 19Â %$88,151Â 15Â %Direct customers324,310Â 81Â %261,346Â 85Â %632,461Â 81Â %510,518Â 85Â %Total$400,996Â 100Â %$308,494Â 100Â %$779,598Â 100Â %$598,669Â 100Â %Contract BalancesContract liabilities consist of deferred revenue and include payments received in advance of performance under the contract. Such amounts are recognized as revenue over the contractual period. For the six months ended JuneÂ 30, 2024 and 2023, the Company recognized revenue of $270.3 million and $169.7 million, respectively, that was included in the corresponding contract liability balance at the beginning of the periods presented.The Company receives payments from customers based upon contractual billing schedules; accounts receivable are recorded when the right to consideration becomes unconditional. Standard payment terms are due upon receipt. Contract assets include amounts related to the Companyâ€™s contractual right to consideration for both completed and partially completed performance obligations that have not been invoiced. The following table summarizes the activity of the deferred contract acquisition costs:Three Months Ended June 30,Six Months Ended June 30,2024202320242023(in thousands)(in thousands)Beginning balance$137,527Â $98,427Â $133,236Â $93,145Â Capitalization of contract acquisition costs25,687Â 23,957Â 48,085Â 43,348Â Amortization of deferred contract acquisition costs(18,884)(14,902)(36,991)(29,011)Ending balance$144,330Â $107,482Â $144,330Â $107,482Â The Company did not recognize any impairment losses of deferred contract acquisition costs during the periods presented.Remaining Performance ObligationsAs of JuneÂ 30, 2024, the aggregate amount of the transaction price allocated to remaining performance obligations was $1,421.0 million. As of JuneÂ 30, 2024, the Company expected to recognize 69% of its remaining performance obligations as revenue over the next 12 months with the remainder recognized thereafter. X - ReferencesNo definition available. + Details Name: us-gaap_RevenueFromContractWithCustomerAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-9Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-15Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 606 -Publisher FASB -URI https://asc.fasb.org/606/tableOfContent + Details Name: us-gaap_RevenueFromContractWithCustomerTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 22 R11.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Fair Value Measurements 6 Months Ended Jun. 30, 2024 Fair Value Disclosures [Abstract] Â Fair Value Measurements Fair Value MeasurementsFair value is defined as the exchange price that would be received from sale of an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.Assets and liabilities measured at fair value are classified into the following categories:â€¢Level I: Observable inputs are unadjusted quoted prices in active markets for identical assets or liabilities;â€¢Level II: Observable inputs are quoted prices for similar assets and liabilities in active markets or inputs other than quoted prices that are observable for the assets or liabilities, either directly or indirectly through market corroboration, for substantially the full term of the financial instruments; andâ€¢Level III: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. These inputs are based on the Companyâ€™s own assumptions used to measure assets and liabilities at fair value and require significant management judgment or estimation.The Company's cash equivalents and restricted cash are comprised of highly liquid money market funds. The Company classifies money market funds within Level I of the fair value hierarchy because they are valued based on quoted market prices in active markets. The Company classifies its investments, which are comprised of U.S. treasury securities, U.S. government agency securities, commercial paper, and corporate bonds, within Level II of the fair value hierarchy because the fair value of these securities is priced by using inputs based on non-binding market consensus prices that are primarily corroborated by observable market data or quoted market prices for similar instruments. The Company recognizes transfers between levels within the fair value hierarchy, if any, at the end of each period. There were no transfers between levels during the periods presented.The following table summarizes the Companyâ€™s cash and available-for-sale securitiesâ€™ amortized cost, unrealized gains (losses), and fair value by significant investment category reported as cash and cash equivalents, restricted cash short-term, restricted cash, or available-for-sale securities as of JuneÂ 30, 2024 and DecemberÂ 31, 2023.(in thousands)Â Â Â Â Reported as:June 30, 2024AmortizedCostUnrealizedGainUnrealized(Loss)Fair ValueCashÂ &CashEquivalentsAvailable-for-sale securitiesRestrictedCash (Current and Non-Current)Cash$60,979Â $â€”Â $â€”Â $60,979Â $57,956Â $â€”Â $3,023Â Level I:Money market funds99,011Â â€”Â â€”Â 99,011Â 99,011Â â€”Â â€”Â Level II:Corporate bonds408,749Â 40Â (690)408,099Â â€”Â 408,099Â â€”Â U.S. treasury securities1,036,063Â 162Â (1,178)1,035,047Â â€”Â 1,035,047Â â€”Â U.S. government agency securities59,151Â â€”Â (73)59,078Â â€”Â 59,078Â â€”Â Commercial paper98,205Â 1Â â€”Â 98,206Â â€”Â 98,206Â â€”Â Subtotal1,602,168Â 203Â (1,941)1,600,430Â â€”Â 1,600,430Â â€”Â Total assets measured at fair value on a recurring basis$1,762,158Â $203Â $(1,941)$1,760,420Â $156,967Â $1,600,430Â $3,023Â (in thousands)Reported as:December 31, 2023AmortizedCostUnrealizedGainUnrealized(Loss)FairValueCashÂ &CashEquivalentsAvailable-for-sale securitiesRestrictedCash (Current and Non-Current)CashCash$51,189Â $â€”Â $â€”Â $51,189Â $46,829Â $â€”Â $4,360Â Level I:Money market funds40,035Â â€”Â â€”Â 40,035Â 40,035Â â€”Â â€”Â Level II:Corporate bonds312,510Â 718Â (378)312,850Â â€”Â 312,850Â â€”Â U.S. treasury securities1,020,167Â 2,344Â (544)1,021,967Â â€”Â 1,021,967Â â€”Â U.S. government agency securities84,154Â 14Â (96)84,072Â â€”Â 84,072Â â€”Â Commercial paper167,989Â 2Â â€”Â 167,991Â â€”Â 167,991Â â€”Â Subtotal1,584,820Â 3,078Â (1,018)1,586,880Â â€”Â 1,586,880Â â€”Â Total assets measured at fair value on a recurring

basis$1,676,044Â $3,078Â $(1,018)$1,678,104Â $86,864Â $1,586,880Â $4,360Â As of JuneÂ 30, 2024, the Company had $3.0Â million in total restricted cash mainly related to indemnity holdback consideration associated with asset acquisitions and business combinations.The aggregate fair value of the Companyâ€™s money market funds approximated amortized cost and, as such, there were no unrealized gains or losses on money market funds as of JuneÂ 30, 2024 and DecemberÂ 31, 2023. Realized gains and losses, net of tax, were not material for any of the periods presented.The amortized cost of available-for-sale investments with maturities less than one year was $1,117.9 million and $1,185.1 million as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively. The amortized cost of available-for-sale investments with maturities greater than one year was $484.3 million and $399.7 million as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively.As of JuneÂ 30, 2024, net unrealized loss on investments was $1.8 million and was included in accumulated other comprehensive income on the condensed consolidated balance sheet. As of DecemberÂ 31, 2023, net unrealized gain on investments was $2.0Â million and was included in accumulated other comprehensive income on the condensed consolidated balance sheet. The unrealized gains and losses on available-for-sale investments are related to U.S. treasury securities, U.S. government agency securities, commercial paper, and corporate bonds. The Company determined any unrealized losses to be temporary. Factors considered in determining whether a loss is temporary include the financial condition and near-term prospects of the investee, the extent of the loss related to the credit of the issuer, the expected cash flows from the security, the Companyâ€™s intent to sell the security, and whether or not the Company will be required to sell the security before the recovery of its amortized cost. As of JuneÂ 30, 2024, the Company's investment portfolio consisted of investment grade securities with an average credit rating of AA.The Company carries the 2026 Notes (as defined below) issued in August 2021 at face value less the unamortized issuance costs on its condensed consolidated balance sheets and presents that fair value for disclosure purposes only. As of JuneÂ 30, 2024, the fair value of the 2026 Notes was $1,176.4 million. The fair value of the 2026 Notes, which are classified as Level II financial instruments, was determined based on the quoted bid prices of the 2026 Notes in an over-the-counter market on the last trading day of the reporting period. For further details on the 2026 Notes, refer to Note 7 to these condensed consolidated financial statements.The Company classifies financial instruments in Level III of the fair value hierarchy when there is reliance on at least one significant unobservable input to the valuation model. In addition to these unobservable inputs, the valuation models for Level III financial instruments typically also rely on a number of inputs that are readily observable, either directly or indirectly. The Companyâ€™s assessment of the significance of a particular input to the fair value measurement in its entirety requires management to make judgments and consider factors specific to the asset or liability. There were no financial instruments classified as Level III of the fair value hierarchy as of JuneÂ 30, 2024 and DecemberÂ 31, 2023. X - ReferencesNo definition available. + Details Name: us-gaap_FairValueDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for the fair value of financial instruments (as defined), including financial assets and financial liabilities (collectively, as defined), and the measurements of those instruments as well as disclosures related to the fair value of non-financial assets and liabilities. Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 107 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-107Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2E -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2EReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 940 -SubTopic 820 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478119/940-820-50-1 + Details Name: us-gaap_FairValueDisclosuresTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 23 R12.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Balance Sheet Components 6 Months Ended Jun. 30, 2024 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Balance Sheet Components Balance Sheet ComponentsAccounts Receivable, NetAs of JuneÂ 30, 2024 and DecemberÂ 31, 2023, the Companyâ€™s allowance for doubtful accounts was $7.7 million and $6.0 million, respectively. Provision for bad debt for the three months ended JuneÂ 30, 2024 and 2023 was $1.5 million and $4.4 million, respectively, and for the six months ended JuneÂ 30, 2024 and 2023 was $4.1 million and $6.0 million, respectively. Write-off of uncollectible accounts receivable for the three months ended JuneÂ 30, 2024 and 2023 was $1.0 million and $2.7 million, respectively, and for the six months ended JuneÂ 30, 2024 and 2023 was $2.4 million and $3.7 million, respectively.Property and Equipment, NetProperty and equipment, net consisted of the following:June 30, 2024December 31, 2023(in thousands)Property and equipment:Serversâ€”network infrastructure$383,716Â $330,295Â Construction in progress33,728Â 45,557Â Capitalized internal-use software92,944Â 75,163Â Office and computer equipment35,784Â 32,043Â Office furniture8,998Â 9,003Â Software5,513Â 5,422Â Leasehold improvements44,469Â 42,984Â Asset retirement obligation826Â 826Â Gross property and equipment605,978Â 541,293Â Less accumulated depreciation and amortization(266,854)(218,480)Total property and equipment, net$339,124Â $322,813Â Depreciation and amortization expense on property and equipment for the three months ended JuneÂ 30, 2024 and 2023 was $26.3 million and $28.4 million, respectively, and for the six months ended JuneÂ 30, 2024 and 2023 was $50.4 million and $54.2 million, respectively. This includes amortization expense for capitalized internal-use software which totaled $5.9 million and $5.3 million for the three months ended JuneÂ 30, 2024 and 2023, respectively, and $11.4 million and $10.7 million for the six months ended JuneÂ 30, 2024 and 2023, respectively.GoodwillAs of JuneÂ 30, 2024 and DecemberÂ 31, 2023, the Company's goodwill was $156.2 million and $148.0 million, respectively. During the three months ended JuneÂ 30, 2024, the Company recorded $8.1 million of goodwill in connection with the acquisition of BastionZero. For further details on this acquisition, refer to Note 13 to these condensed consolidated financial statements. No goodwill impairments were recorded during the six months ended JuneÂ 30, 2024 and 2023.Acquired Intangible Assets, NetAcquired intangible assets, net consisted of the following:June 30, 2024Gross CarryingAmountAccumulatedAmortizationNet BookValue(in thousands)Developed technology$16,431Â $3,105Â $13,326Â Customer relationships11,600Â 3,263Â 8,337Â Total acquired intangible assets, net$28,031Â $6,368Â $21,663Â December 31, 2023Gross CarryingAmountAccumulatedAmortizationNet BookValue(in thousands)Developed technology$47,183Â $36,893Â $10,290Â Trade name1,700Â 1,488Â 212Â Customer relationships11,600Â 2,538Â 9,062Â Total acquired intangible assets, net$60,483Â $40,919Â $19,564Â During the three months ended JuneÂ 30, 2024, the Company acquired $9.3Â million of developed technology, primarily through the acquisition of BastionZero, which accounted for $5.1 million of the total acquired intangible assets. Refer to Note 13 to these condensed consolidated financial statements for further details on this acquisition.Amortization of acquired intangible assets was $2.0 million and $4.9 million for the three months ended JuneÂ 30, 2024 and 2023, respectively, and $7.2 million and $9.8 million for the six months ended JuneÂ 30, 2024 and 2023, respectively. As of JuneÂ 30, 2024, the estimated future amortization expense of acquired intangible assets was as follows:EstimatedAmortization(in thousands)Year ending December 31,2024 (remaining six months)$4,833Â 20259,065Â 20263,053Â 20271,450Â 20281,450Â Thereafter1,812Â Total$21,663Â X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for supplemental balance sheet disclosures, including descriptions and amounts for assets, liabilities, and equity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/210/tableOfContent + Details Name: us-gaap_SupplementalBalanceSheetDisclosuresTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 24 R13.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Leases 6 Months Ended Jun. 30, 2024 Leases [Abstract] Â Leases LeasesThe Company's lease portfolio consists of real estate and co-location agreements in the United States and internationally. The real estate leases include leases for office space and have remaining lease terms of up to 7.1 years. Certain of these leases contain options that allow the Company to extend or terminate the lease agreement. The Company's co-location leases have remaining lease terms of up to 8.2 years. All of the Company's leases are classified as operating leases.The components of lease cost related to the Company's operating leases included in the condensed consolidated statements of operations were as follows:Three Months Ended June 30,Six Months Ended June 30,20242023202420232(in thousands)(in thousands)Operating lease cost$11,261Â $10,864Â $23,124Â $21,925Â Total lease cost$11,261Â $10,864Â $23,124Â $21,925Â Variable lease cost and short-term lease cost for the three and six months ended JuneÂ 30, 2024 and JuneÂ 30, 2023 were not material. As of JuneÂ 30, 2024, the Company had $54.7Â million of total undiscounted future payments under operating leases that have not yet commenced, which were not included on the condensed consolidated balance sheets. These operating leases will commence between July 2024 and July 2026 and have an average lease term of 4.3 years.As of JuneÂ 30, 2024, the weighted-average remaining term of the Companyâ€™s operating leases was 4.7 years and the weighted-average discount rate used to measure the present value of the operating lease liabilities was 4.7%.Maturities of the operating lease liabilities as of JuneÂ 30, 2024 are as follows:June 30, 2024(in thousands)2024 (remaining six months)$26,887Â 202538,238Â 202634,707Â 202730,378Â 202817,378Â Thereafter22,535Â Total lease payments$170,123Â Less: Imputed interest$(16,875)Total operating lease liabilities$153,248Â Leases LeasesThe Company's lease portfolio consists of real estate and co-location agreements in the United States and internationally. The real estate leases include leases for office space and have remaining lease terms of up to 7.1 years. Certain of these leases contain options that allow the Company to extend or terminate the lease agreement. The Company's co-location leases have remaining lease terms of up to 8.2 years. All of the Company's leases are classified as operating leases.The components of lease cost related to the Company's operating leases included in the condensed consolidated statements of operations were as follows:Three Months Ended June 30,Six Months Ended June 30,20242023202420232(in thousands)(in thousands)Operating lease cost$11,261Â $10,864Â $23,124Â $21,925Â Total lease cost$11,261Â $10,864Â $23,124Â $21,925Â Variable lease cost and short-term lease cost for the three and six months ended JuneÂ 30, 2024 and JuneÂ 30, 2023 were not material. As of JuneÂ 30, 2024, the Company had $54.7Â million of total undiscounted future payments under operating leases that have not yet commenced, which were not included on the condensed consolidated balance sheets. These operating leases will commence between July 2024 and July 2026 and have an average lease term of 4.3 years.As of JuneÂ 30, 2024, the weighted-average remaining term of the Companyâ€™s operating leases was 4.7 years and the weighted-average discount rate used to measure the present value of the operating lease liabilities was 4.7%.Maturities of the operating lease liabilities as of JuneÂ 30, 2024 are as follows:June 30, 2024(in thousands)2024 (remaining six months)$26,887Â 202538,238Â 202634,707Â 202730,378Â 202817,378Â Thereafter22,535Â Total lease payments$170,123Â Less: Imputed interest$(16,875)Total operating lease liabilities$153,248Â X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for operating leases of lessee. Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/842-20/tableOfContent + Details Name: us-gaap_LesseeOperatingLeasesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for lessor's operating leases. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/842-30/tableOfContent + Details Name: us-gaap_OperatingLeasesOfLessorDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 25 R14.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Financing Arrangements 6 Months Ended Jun. 30, 2024 Debt Disclosure [Abstract] Â Financing Arrangements Financing Arrangements2026 Convertible Senior NotesIn August 2021, the Company issued $1,293.8 million aggregate principal amount of 0% Convertible Senior Notes due 2026 (the 2026 Notes). The total proceeds from the issuance of the 2026 Notes, net of initial purchaser discounts and commissions and debt issuance costs, were $1,274.0 million.The 2026 Notes are senior unsecured obligations of the Company and will mature on August 15, 2026, unless earlier redeemed, repurchased, or converted, and are governed by the terms of the Indenture dated August 13, 2021 (the 2026 Indenture). The 2026 Notes are 0% convertible senior notes and therefore do not bear regular cash interest.The 2026 Notes are convertible at an initial conversion rate of 5.2263 shares of the Company's Class A common stock per $1,000 principal amount of the 2026 Notes, which is equivalent to an initial conversion price of approximately $191.34 per share, subject to adjustment upon the occurrence of specified events in accordance with the terms of the 2026 Indenture. The 2026 Notes may be converted at any time on or after May 15, 2026 until the close of business on the second scheduled trading day immediately preceding the maturity date. Holders of the 2026 Notes may convert all or any portion of their 2026 Notes at their option at any time prior to the close of business on the business day immediately preceding May 15, 2026, only under the following circumstances:(1) during any calendar quarter (and only during such calendar quarter), if the last reported sale price of the Company's Class A common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;(2) during the five business day period after any five consecutive trading day period in which the trading price per $1,000 principal amount of the 2026 Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company's Class A common stock and the conversion rate on each such trading day;(3) if the Company calls such 2026 Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or(4) upon the occurrence of specified corporate events.None of the circumstances described in the paragraphs above were met during the quarter ended JuneÂ 30, 2024.Refer to Note 7 to the consolidated financial statements in Part II, Item 8 of the Company's Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023 for further information on the 2026 Notes.2026 Capped Call TransactionsIn connection with the offering of the 2026 Notes, the Company entered into privately-negotiated capped call option transactions (the 2026 Capped Calls) with certain financial institution counterparties. The 2026 Capped Calls each have an initial strike price of approximately $191.34 per share of the Company's Class A common stock, subject to certain adjustments, which corresponds to the initial conversion price of the 2026 Notes. The 2026 Capped Calls each have an initial cap price of approximately $250.94 per share, subject to certain adjustments. As of JuneÂ 30, 2024, the terms of the 2026 Capped Calls have not been adjusted.The 2026 Capped Calls are recorded in stockholders' equity and are not accounted for as

derivatives. The premium paid for the purchase of the 2026 Capped Calls of $86.3 million was recorded as a reduction to additional paid-in capital on the condensed consolidated balance sheets.Refer to Note 7 to the consolidated financial statements in Part II, Item 8 of the Company's Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023 for further information on the 2026 Capped Calls.2025 Convertible Senior NotesIn May 2020, the Company issued $575.0 million aggregate principal amount of 0.75% Convertible Senior Notes due 2025 (the 2025 Notes, and together with the 2026 Notes, the Notes). The 2025 Notes were senior unsecured obligations of the Company, with interest payable semi-annually in arrears, at a rate of 0.75% per year. The 2025 Notes were convertible at an initial conversion rate of 26.7187 shares of the Company's Class A common stock per $1,000 principal amount of the 2025 Notes, which was equivalent to an initial conversion price of approximately $37.43 per share, subject to adjustment upon the occurrence of specified events in accordance with the terms of the Indenture dated May 15, 2020 (the 2025 Indenture). After the closing of the transactions described below, no 2025 Notes were outstanding as of JuneÂ 30, 2024 and December 31, 2023.During the fiscal year ended December 31, 2021, the Company exchanged approximately $400.0 million aggregate principal amount of the 2025 Notes (the 2025 Notes Exchange) for an aggregate of $400.7 million in cash (including accrued interest) and approximately 7.6 million shares of the Companyâ€™s Class A common stock (the Exchange Shares) for aggregate consideration of approximately $1,321.0 million. As a result, the Company recorded a debt extinguishment loss of $72.2Â million, representing the difference between the fair value of the liability component of $355.3Â million and the carrying value of the 2025 Notes Exchange of $283.1Â million at the closing date. The fair value of the liability component was calculated by using an effective interest rate of 4.08%, which was determined by measuring the fair value of similar debt instruments that did not have an associated convertible feature and adjusted to reflect the term of the remaining 2025 Notes. The aggregate consideration of $1,321.0Â million was allocated between the fair value of the liability component of $355.3Â million and the reacquisition of the equity component of $965.7Â million, which was recorded as a reduction to additional paid-in capital and offset by the additional paid-in capital for the Exchange Shares issued.During the fiscal year ended December 31, 2022, the Company settled conversions of approximately $16.6 million aggregate principal amount of the 2025 Notes. The Company elected to settle the conversions in a combination of cash equal to the principal amount of the 2025 Notes converted and the issuance of approximately 0.3Â million shares of the Company's Class A common stock for the remainder of the conversion value in excess of the aggregate principal amount converted. The difference between the settlement consideration and the carrying value of the 2025 Notes converted was recorded to additional paid-in-capital on the Company's condensed consolidated balance sheets.During the fiscal year ended December 31, 2023, the Company repurchased $123.0 million principal amount of the 2025 Notes (the 2025 Notes Repurchases) for approximately $172.7 million in cash, including approximately $0.5 million of accrued interest. The 2025 Notes Repurchases resulted in a $50.3 million loss on extinguishment of debt, of which $1.1 million consisted of unamortized debt issuance costs. The Company settled conversions of approximately $35.4Â million aggregate principal amount of the 2025 Notes. These conversions were exercised by the holders of the 2025 Notes in connection with the Company's issuance of a redemption notice. Pursuant to the terms of the 2025 Indenture, the conversion rate then in effect was 28.5913 shares of the Company's Class A common stock per $1,000 principal amount of the 2025 Notes, inclusive of 1.8726 additional shares added to the initial conversion rate. The Company elected to settle the conversions in a combination of cash equal to the principal amount of the 2025 Notes converted and the issuance of approximately 0.5 million shares of the Company's Class A common stock for the remainder of the conversion value in excess of the aggregate principal amount converted. The difference between the settlement consideration and the carrying value of the 2025 Notes converted was recorded to additional paid-in-capital on the Company's condensed consolidated balance sheets. There are no 2025 Notes outstanding as a result of this transaction.2025 Capped Call TransactionsIn connection with the offering of the 2025 Notes, the Company entered into privately-negotiated capped call option transactions (the 2025 Capped Calls) with certain financial institution counterparties. The 2025 Capped Calls each have an initial strike price of approximately $37.43 per share of the Company's Class A common stock, subject to certain adjustments, which corresponds to the initial conversion price of the 2025 Notes. The 2025 Capped Calls each have an initial cap price of $57.58 per share, subject to certain adjustments. As of JuneÂ 30, 2024, the terms of the 2025 Capped Calls have not been adjusted and no 2025 Capped Calls were exercised or terminated in connection with the 2025 Notes Exchange, the 2025 Notes Repurchases, or any of the conversions of the 2025 Notes.The 2025 Capped Calls are recorded in stockholders' equity and are not accounted for as derivatives. The premium paid for the purchase of the 2025 Capped Calls of $67.3 million was recorded as a reduction to additional paid-in capital on the condensed consolidated balance sheets.Refer to Note 7 to the consolidated financial statements in Part II, Item 8 of the Company's Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023 for further information on the 2025 Capped Calls.The net carrying amounts of the 2026 Notes were as follows:June 30, 2024December 31, 2023(in thousands)Principal$1,293,750Â $1,293,750Â Unamortized debt issuance costs(8,408)(10,388)Carrying amount, net$1,285,342Â $1,283,362Â The following tables set forth total interest expense recognized related to the Notes:Three Months Ended June 30,202420232026 Notes2025 Notes2026 Notes2025 Notes(in thousands)Coupon interest expense$â€”Â $â€”Â $â€”Â $168Â Amortization of debt issuance costs990Â â€”Â 991Â 316Â Total$990Â $â€”Â $991Â $484Â Six Months Ended June 30,202420232026 Notes2025 Notes2026 Notes2025 Notes(in thousands)Coupon interest expense$â€”Â $â€”Â $â€”Â $465Â Amortization of debt issuance costs1,980Â â€”Â 1,981Â 489Â Total$1,980Â $â€”Â $1,981Â $954Â Revolving Credit FacilityIn May 2024, the Company entered into a credit agreement with a syndicated group of lenders, that provides for a senior secured $400.0Â million revolving credit facility (the Revolving Credit Facility), with a sublimit of $30.0Â million available for the issuance of letters of credit and $30.0Â million available for swingline borrowings. The credit agreement permits the Company to increase the commitments under the Revolving Credit Facility by an aggregate principal amount of up to $150.0Â million, subject to the satisfaction of certain conditions. The proceeds of the loans under the Revolving Credit Facility may be used for working capital and general corporate purposes. The Company is required to pay a commitment fee on the daily unused amount of Revolving Credit Facility commitments ranging from 0.25% to 0.40% per annum, depending upon the Companyâ€™s total net leverage ratio. Borrowings under the credit agreement will bear interest, at the Companyâ€™s option, at either: (a) the alternate base rate, which is defined as a fluctuating rate per annum equal to the greatest of (i) the prime rate then in effect, (ii) the federal funds rate then in effect, plus 0.50% per annum, and (iii) an adjusted term SOFR rate determined on the basis of a one-month interest period plus 1.00%, in each case, plus a margin of between 0.75% and 1.50%; or (b) an adjusted term SOFR rate (based on one, three or six month interest periods, or, with the consent of each lender, twelve months or less than one month), plus a margin of between 1.75% and 2.50%. The applicable margin in each case is determined based on the Companyâ€™s total net leverage ratio. Interest is payable quarterly in arrears with respect to borrowings bearing interest at the alternate base rate or on the last day of an interest period, but at least every three months, with respect to borrowings bearing interest at the term SOFR rate.The obligations under the Revolving Credit Facility are required to be guaranteed and secured by the Company's assets. The credit agreement contains customary affirmative and negative covenants, including financial covenants requiring the Company to maintain compliance with a maximum consolidated net leverage ratio, in each case, calculated in accordance with the terms of the credit agreement.The Revolving Credit Facility commitments terminate, and all outstanding loans are due and payable on May 17, 2029. However, the maturity date will automatically be accelerated to the date that is 91 days prior to the scheduled maturity date of the 2026 Notes or certain types of other convertible notes that may be issued in the future to refinance, exchange or replace the 2026 Notes, if (a) all or any portion of the 2026 Notes or such other convertible notes is outstanding with a maturity date within the date that is 91 days after May 17, 2029, and (b) the Companyâ€™s unrestricted cash plus borrowing availability under the revolving credit facility, as defined by the credit agreement, is less than 125% of the aggregate principal amount of the 2026 Notes or such other convertible notes then outstanding. As of JuneÂ 30, 2024, the Company was in compliance with all covenants under the credit agreement.As of JuneÂ 30, 2024, no loans were outstanding under the Revolving Credit Facility. Letters of credit issued under the credit agreement were not material as of JuneÂ 30, 2024. X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/470/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1I + Details Name: us-gaap_DebtDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 26 R15.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Commitments and Contingencies 6 Months Ended Jun. 30, 2024 Commitments and Contingencies Disclosure [Abstract] Â Commitments and Contingencies Commitments and Contingencies Non-cancelable Purchase CommitmentsThe Company enters into long-term non-cancelable agreements for the purchase of goods and services, including to purchase capacity, such as bandwidth and co-location space, for the Companyâ€™s global network. For the lease components of co-location agreements, refer to Note 6 to these condensed consolidated financial statements. As of JuneÂ 30, 2024, there were no material changes outside the ordinary course of business to the Companyâ€™s non-cancelable purchase commitments, including bandwidth and co-location commitments, disclosed in the Companyâ€™s Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023.Legal MattersFrom time to time the Company is a party to various legal proceedings that arise in the ordinary course of business. In addition, third parties may from time to time assert claims against the Company in the form of letters and other communications. Management currently believes that there is no pending or threatened legal proceeding to which the Company is a party that is likely to have a material adverse effect on the Companyâ€™s condensed consolidated financial statements. However, the results of legal proceedings are inherently unpredictable and if an unfavorable ruling were to occur in any of the legal proceedings there exists the possibility of a material adverse effect on the Companyâ€™s financial position, results of operations, and cash flows. The Company accrues for legal proceedings that it considers probable and for which the loss can be reasonably estimated. The Company also discloses material contingencies when it believes a loss is not probable but reasonably possible. Legal costs incurred and expected to be incurred related to litigation matters are expensed as incurred.The Companyâ€™s network and associated products are subject to various restrictions under U.S. export control and sanctions laws and regulations, including the U.S. Department of Commerceâ€™s Export Administration Regulations (EAR) and various economic and trade sanctions regulations administered by the U.S. Department of the Treasuryâ€™s Office of Foreign Assets Controls (OFAC). The U.S. export control laws and U.S. economic sanctions laws include restrictions or prohibitions on the sale or supply of certain products and services to U.S. embargoed or sanctioned countries, governments, persons and entities and also require authorization for the export of certain encryption items. In addition, various countries regulate the import of certain encryption technology, including through import permitting and licensing requirements and have enacted or could enact laws that could limit the Companyâ€™s ability to distribute its products through its network.Although the Company takes precautions to prevent its network and associated products from being accessed or used in violation of such laws, the Company may have inadvertently allowed its network and associated products to be accessed or used by some customers in apparent violation of U.S. economic sanctions laws, including by users in embargoed or sanctioned countries, and the Company may have exported or allowed the download of certain software prior to making required filings with the U.S. Department of Commerceâ€™s Bureau of Industry and Security. As a result, the Company has submitted to OFAC and to the Bureau of Industry and Security a voluntary self-disclosure concerning potential violations, and the Company has submitted a voluntary self-disclosure to the Census Bureau regarding potential violations of the Foreign Trade Regulations related to some incorrect electronic export information statements to the U.S. government for certain hardware exports, which were authorized. The voluntary self-disclosure to the Census Bureau was completed with no penalties in November 2019, and the voluntary self-disclosure to the Bureau of Industry and Security was completed with no penalties in June 2020. The voluntary self-disclosure to OFAC remains under review. If the Company is found to be in violation of U.S. economic sanctions or export control laws, it could result in substantial fines and penalties for the Company and for the individuals working for the Company. The Company may also be adversely affected through other penalties, reputational harm, loss of access to certain markets or otherwise. No loss has been recognized in the consolidated financial statements for this loss contingency as it is not probable a loss has been incurred and the range of a possible loss is not yet estimable.Guarantees and Indemnifications If the Company's services do not meet certain service level commitments, its contracted customers and certain of its pay-as-you-go customers are entitled to receive service credits, and in certain cases, refunds, each representing a form of variable consideration. To date, the Company has not incurred any material costs as a result of such commitments.The Companyâ€™s arrangements generally include certain provisions for indemnifying customers against liabilities if its products or services infringe a third-partyâ€™s intellectual property rights. It is not possible to determine the maximum potential amount under these indemnification obligations due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. To date, the Company has not incurred any material costs as a result of such obligations and has not accrued any liabilities related to such obligations in the condensed consolidated financial statements.The Company has also agreed to indemnify its directors, executive officers, and certain

other employees for costs associated with any fees, expenses, judgments, fines, and settlement amounts incurred by them in any action or proceeding to which any of them are, or are threatened to be, made a party by reason of their service as a director or officer. The Company maintains director and officer insurance coverage that would generally enable it to recover a portion of any future amounts paid. The Company also may be subject to indemnification obligations by law with respect to the actions of its employees under certain circumstances and in certain jurisdictions. X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for commitments and contingencies. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 405 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/405-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/440/tableOfContent + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 27 R16.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Common Stock 6 Months Ended Jun. 30, 2024 Equity [Abstract] Â Common Stock Common StockThe Companyâ€™s amended and restated certificate of incorporation authorizes the issuance of ClassÂ A common stock and ClassÂ B common stock. The holder of each share of ClassÂ A common stock is entitled to one vote per share, while the holder of each share of ClassÂ B common stock is entitled to 10 votes per share.Holders of the Companyâ€™s ClassÂ A common stock and ClassÂ B common stock are entitled to dividends when, as and if, declared by the Companyâ€™s Board of Directors, subject to the rights of the holders of all classes of stock outstanding having priority rights to dividends. Any dividends paid to the holders of the ClassÂ A common stock and ClassÂ B common stock will be paid on a pro rata basis. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, the Company had not declared any dividends. The rights of the holders of ClassÂ A and ClassÂ B common stock are identical, except with respect to voting and conversion. Shares of the Company's Class B common stock are convertible into an equivalent number of shares of the Company's Class A common stock and generally convert into shares of the Company's Class A common stock upon cessation of employment or transfer, except for certain transfers described in the Company's amended and restated certificate of incorporation. ClassÂ A common stock and ClassÂ B common stock are referred to, collectively, as common stock throughout the notes to these condensed consolidated financial statements, unless otherwise indicated.Common Stock Reserved for Future IssuanceShares of common stock reserved for future issuance, on an as-if converted basis, are as follows:June 30, 2024December 31, 2023(in thousands)2026 Notes10,311Â 10,311Â Stock options issued and outstanding9,977Â 12,523Â Remaining shares available for issuance under the 2019 Plan72,112Â 56,442Â Outstanding and unsettled RSUs and PSUs10,815Â 10,894Â Shares available for issuance under the Employee Stock Purchase Plan (ESPP)17,045Â 13,844Â Total shares of common stock reserved120,260Â 104,014Â X - ReferencesNo definition available. + Details Name: us-gaap_EquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-6Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(e)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/505/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 16 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-16Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18 + Details Name: us-gaap_StockholdersEquityNoteDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 28 R17.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Stock-based Compensation 6 Months Ended Jun. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Stock-based Compensation Stock-based CompensationEquity Incentive PlansThe 2019 Equity Incentive Plan (2019 Plan) provides for the granting of stock options, restricted stock, RSUs, stock appreciation rights, performance shares, PSUs, and performance awards for the Company's Class A common stock to the Company's employees, directors, and consultants. Certain outstanding equity awards were granted under the Companyâ€™s 2010 Equity Incentive Plan that is no longer active, but continues to govern the outstanding equity awards granted thereunder.Stock OptionsSince the fiscal year ended December 31, 2022, the Company has granted to certain executive officers and other key employees 10-year stock options with market conditions that vest and becomes exercisable only if the Company achieves certain stock price milestones and the employee continues to provide service to the Company through the applicable vesting dates (the Performance Options). The Performance Options were granted under the 2019 Plan and consist of 10-year options to purchase the Companyâ€™s Class A common stock. As of JuneÂ 30, 2024, there was approximately 4.0 million outstanding Performance Options.In April 2023, the Company's compensation committee and Board of Directors approved amendments to the Performance Options, effective as of May 1, 2023. These amendments reduced the exercise price per share of the Performance Options to the fair market value per share of the Company's Class A common stock on the effective date of the amendment, and modified the structure of the Performance Options to contain a total of nine separate tranches with added stock price milestones. These amendments resulted in an additional stock-based compensation expense of approximately $25.8 million to be recognized over a weighted-average requisite service period.During the six months ended JuneÂ 30, 2024, the Company achieved the stock price milestones for the first two tranches of 418,250 Performance Options in total. Following the achievement of each stock price milestone, the applicable tranche shares are subject to six quarterly vesting periods on a ratable basis. The Company recognizes stock-based compensation expense for the Performance Options based on the grant date fair value and using a graded attribution method over the weighted-average requisite service period. The total stock-based compensation expense for the Performance Options for the three months ended JuneÂ 30, 2024 and 2023 were $9.9 million and $7.4 million, respectively, and for the six months ended JuneÂ 30, 2024 and 2023 were $12.5Â million and $14.3Â million, respectively. As of JuneÂ 30, 2024, there was $138.7 million of unrecognized stock-based compensation expense related to the Performance Options that is expected to be recognized over a weighted-average period of 4.1 years.Restricted Stock Units and Performance Stock UnitsThe total stock-based compensation expense for RSUs and PSUs for the three months ended JuneÂ 30, 2024 and 2023 was $74.4 million and $55.2Â million, respectively, and for the six months ended JuneÂ 30, 2024 and 2023 was $138.3Â million and $99.5Â million, respectively. As of JuneÂ 30, 2024, the total unrecognized stock-based compensation expense related to unvested RSUs and PSUs was $704.7 million that is expected to be recognized over a weighted-average period of 2.9 years.2019 Employee Stock Purchase Plan In September 2019, the Company's Board of Directors adopted and stockholders approved the ESPP, which became effective one business day prior to the effective date of the Company's registration statement on Form S-1 filed with the SEC in connection with the Companyâ€™s initial public offering. 173,702 and 248,738 shares of Class A common stock were purchased under the ESPP during the six months ended JuneÂ 30, 2024 and 2023, respectively. As of JuneÂ 30, 2024, the total unrecognized stock-based compensation expense related to the ESPP was $2.7 million and is expected to be recognized over a weighted average period of 0.4 years.Stock-based Compensation ExpenseThe following table sets forth the total stock-based compensation expense included in the Companyâ€™s condensed consolidated statements of operations:Three Months Ended June 30,Six Months Ended June 30,20242023202420232023(in thousands)Cost of revenue$2,879Â $2,047Â $5,382Â $3,730Â Sales and marketing23,801Â 20,014Â 43,978Â 34,834Â Research and development35,268Â 34,651Â 60,984Â 62,388Â General and administrative24,043Â 11,680Â 45,370Â 24,841Â Total stock-based compensation expense$85,991Â $68,392Â $155,714Â $125,793Â X - DefinitionThe entire disclosure for share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (l) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 29 R18.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Net Loss per Share Attributable to Common Stockholders 6 Months Ended Jun. 30, 2024 Earnings Per Share [Abstract] Â Net Loss per Share Attributable to Common Stockholders Net Loss per Share Attributable to Common StockholdersThe following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders:Three Months Ended June 30,Six Months Ended June 30,20242023202420232023Class AClass BClass AClass BClass AClass BClass AClass B(in thousands, except per share data)Net loss attributable to common stockholders$(13,375)$(1,703)$(82,620)$(11,847)$(44,833)$(5,788)$(115,760)$(16,789)Weighted-average shares used in computing net loss per share attributable to common stockholders, basic and diluted302,171Â 38,477Â 290,623Â 41,674Â 300,786Â 38,831Â 289,466Â 41,982Â Net loss per share attributable to common stockholders, basic and diluted(0.04)(0.04)(0.28)(0.28)(0.15)(0.15)(0.40)(0.40)Since the Company was in a loss position for all periods presented, basic net loss per share is the same as diluted net loss per share as the inclusion of all potential common shares outstanding would have been antidilutive. The potential shares of common stock that were excluded from the computation of diluted net loss per share attributable to common stockholders for the periods presented because including them would have been antidilutive are as follows:June 30,20242023(in thousands)2025 Notesâ€”Â 1,012Â 2026 Notes6,762Â 6,762Â Shares subject to repurchaseâ€”Â 319Â Unexercised stock options9,977Â 13,952Â Unvested restricted stock and RSUs10,590Â 11,320Â Shares issuable pursuant to the ESPP169Â 228Â Total27,498Â 33,593Â X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for earnings per share. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-3 + Details Name: us-gaap_EarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 30 R19.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Income Taxes 6 Months Ended Jun. 30, 2024 Income Tax Disclosure [Abstract] Â Income Taxes Income TaxesThe computation of the provision for income taxes for interim periods is determined by applying the estimated annual effective tax rate to year-to-date earnings from recurring operations and adjusting for discrete tax items recorded in the period. The Company's ability to estimate the geographic mix of earnings is impacted by the relatively high-growth nature of the business, fluctuations of business operations by country, and implementation of tax planning strategies.The Company recorded an income tax expense of $1.1 million and $1.5 million for the three months ended JuneÂ 30, 2024 and 2023, respectively, and an income tax expense of $3.4 million and $2.8 million for the six months ended JuneÂ 30, 2024 and 2023, respectively. The income tax expense of $1.1 million for the three months ended JuneÂ 30, 2024 was primarily related to withholding taxes in the United States and income tax expense from profitable foreign jurisdictions, offset by the partial release of the U.S. and U.K. valuation allowances in connection with acquisitions.The income tax expense of $1.5 million for the three months ended JuneÂ 30, 2023 was primarily related to withholding taxes in the United States and income tax expense from profitable foreign jurisdictions.The income tax expense of $3.4 million for the six months ended JuneÂ 30, 2024 was primarily related to withholding taxes in the United States and income tax expense from profitable foreign jurisdictions, offset by the partial release of the U.S. and U.K. valuation allowances in connection with acquisitions.The income tax expense of $2.8 million for the six months ended JuneÂ 30, 2023, was primarily related to withholding taxes in the United States and income tax expense from profitable foreign jurisdictions.In determining the need for a valuation allowance, the Company weighs both positive and negative evidence in the various jurisdictions in which it operates to determine whether it is more likely than not that its deferred tax assets are realizable. A full valuation allowance has been established in the United States and United Kingdom and no deferred tax assets and related tax benefits have been recognized in the consolidated financial statements. There is no valuation allowance associated with any other foreign jurisdictions. X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for income tax. + ReferencesReference 1:

http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12BReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477891/740-270-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.5.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/740/tableOfContentReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-14Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-21Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 11.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482603/740-30-50-2 + Details Name: us-gaap_IncomeTaxDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 31 R20.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Business Combinations 6 Months Ended Jun. 30, 2024 Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Â Business Combinations Business CombinationsBastionZeroIn May 2024, the Company acquired all of the outstanding shares of BastionZero, developers of a Zero Trust infrastructure access platform, for total purchase consideration of $13.1 million. The total purchase consideration mainly consists of (i) acquisition-date cash payments of $11.3 million, net of immaterial cash acquired, and (ii) a cash holdback of $1.6 million, which the Company is retaining for up to 18 months and the remaining portion of which (if any) will be payable after such time to the previous owners of BastionZero, subject to offset by the Company for any of the previous ownersâ€™ indemnification obligations in connection with the acquisition. The transaction-related costs for the acquisition were not material and were included in general and administrative expenses during the three months ended JuneÂ 30, 2024.In connection with the acquisition of BastionZero, the Company recorded $5.1Â million of acquired intangible assets, $8.1 million of goodwill and $0.2 million of other noncurrent liabilities at their estimated fair values. The excess of the purchase price over the fair value of the net assets acquired was recorded as goodwill, none of which is expected to be deductible for tax purposes. Goodwill is primarily attributable to the assembled workforce as well as the anticipated synergies from the integration of BastionZeroâ€™s technology with the Company's technology. For further details on the acquired assets, refer to Note 5 to these condensed consolidated financial statements.This acquisition did not have a material impact on the Companyâ€™s reported revenue or net loss amounts for any period presented; therefore, historical and pro forma disclosures have not been presented. X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationAndAssetAcquisitionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for a business combination (or series of individually immaterial business combinations) completed during the period, including background, timing, and recognized assets and liabilities. The disclosure may include leverage buyout transactions (as applicable). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-5Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/805/tableOfContent + Details Name: us-gaap_BusinessCombinationDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 32 R21.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Segment and Geographic Information 6 Months Ended Jun. 30, 2024 Segment Reporting [Abstract] Â Segment and Geographic Information Segment and Geographic InformationThe Companyâ€™s chief operating decision maker (CODM) is its CEO, President and COO, and CFO. Collectively, the CODM reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. The Company has no segment managers who are held accountable by the CODM for operations, operating results, and planning for levels or components below the consolidated unit level. Accordingly, the Company has determined it has a single operating segment.Refer to NoteÂ 3 to these condensed consolidated financial statements for revenue by geography.The Companyâ€™s property and equipment, net, by geographic area were as follows:Â June 30, 2024December 31, 2023Â Â (in thousands)United States$188,315Â $191,853Â Rest of the world150,809Â 130,960Â Total property and equipment, net$339,124Â $322,813Â No single country other than the United States accounted for more than 10% of total property and equipment, net as of JuneÂ 30, 2024 and DecemberÂ 31, 2023. X - ReferencesNo definition available. + Details Name: us-gaap_SegmentReportingAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for reporting segments including data and tables. Reportable segments include those that meet any of the following quantitative thresholds a) it's reported revenue, including sales to external customers and intersegment sales or transfers is 10 percent or more of the combined revenue, internal and external, of all operating segments b) the absolute amount of its reported profit or loss is 10 percent or more of the greater, in absolute amount of 1) the combined reported profit of all operating segments that did not report a loss or 2) the combined reported loss of all operating segments that did report a loss c) its assets are 10 percent or more of the combined assets of all operating segments. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 10: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 34 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-34Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-15Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/280/tableOfContentReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 26 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-26Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-21Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-21Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32 + Details Name: us-gaap_SegmentReportingDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 33 R22.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Pay vs Performance Disclosure - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Pay vs Performance Disclosure Â Â Â Â Net loss $ (15,078) $ (94,467) $ (50,621) $ (132,549) X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1 + Details Name: ecd_PvpTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards

Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 34 R23.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Insider Trading Arrangements 3 Months Ended Jun. 30, 2024 Trading Arrangements, by Individual Â Rule 10b5-1 Arrangement Adopted false Non-Rule 10b5-1 Arrangement Adopted false Rule 10b5-1 Arrangement Terminated false Non-Rule 10b5-1 Arrangement Terminated false X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TradingArrByIndTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 35 R24.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Summary of Significant Accounting Policies (Policies) 6 Months Ended Jun. 30, 2024 Accounting Policies [Abstract] Â Basis of Presentation Basis of PresentationThe accompanying interim condensed consolidated financial statements and accompanying notes have been prepared in conformity with generally accepted accounting principles in the United States (U.S.Â GAAP) and applicable regulations of the Securities and Exchange Commission (the SEC) regarding interim financial reporting, and include the accounts of the Company and its wholly-owned subsidiaries.Certain information and note disclosures normally included in the financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to the applicable required disclosures and regulations of the SEC. Therefore, these unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the related notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023. Principles of Consolidation Principles of ConsolidationAll intercompany balances and transactions have been eliminated in consolidation. Fiscal Period The Companyâ€™s fiscal year ends on DecemberÂ 31. Use of Estimates and Change in Accounting Estimate Use of EstimatesThe preparation of condensed consolidated financial statements in conformity with U.S.Â GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the condensed consolidated financial statements and accompanying notes to the condensed consolidated financial statements. Such estimates include, but are not limited to, allowance for doubtful accounts, deferred contract acquisitions costs, the period of benefit generated from the Companyâ€™s deferred contract acquisition costs, the capitalization and estimated useful life of internal-use software, valuation of acquired intangible assets, the assessment of recoverability of intangible assets and their estimated useful lives, useful lives of property and equipment, the determination of the incremental borrowing rate used for operating lease liabilities, the valuation and recognition of stock-based compensation awards, uncertain tax positions, and the recognition and measurement of current and deferred income tax assets and liabilities. Management bases these estimates and assumptions on historical experience and on various other assumptions that are believed to be reasonable. Due in part to the Hamas-Israel and Russia-Ukraine conflicts, the potential worsening and expansion of such conflicts, and other macroeconomic and geopolitical conditions, there is ongoing uncertainty and significant disruption in the global economy and financial markets. The Company is not aware of any specific event or circumstance that would require an update to its estimates or assumptions or a revision of the carrying value of its assets or liabilities as of AugustÂ 1, 2024, the date of issuance of this Quarterly Report on Form 10-Q. These estimates and assumptions may change in the future, however, as new events occur and additional information is obtained. Actual results could differ materially from these estimates.Change in Accounting EstimateIn January 2024, the Company completed an assessment of the useful lives of our servers-network infrastructure, resulting in a change in the estimated useful lives of our servers-network infrastructure from four years to five years. This change in accounting estimate was effective beginning fiscal year 2024. Based on the carrying value of assets in service as of DecemberÂ 31, 2023, the change resulted in a reduction of depreciation expense of $11.9 million for the six months ended JuneÂ 30, 2024, recorded primarily in cost of revenue. Recent Accounting Pronouncements Recent Accounting PronouncementsRecently Adopted Accounting PronouncementsThere have been no recently adopted accounting pronouncements since the filing of the Company's Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023 that may have a material impact on the Company's condensed consolidated financial statements. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + ReferencesNo definition available. + Details Name: us-gaap_BasisOfAccountingPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1 + Details Name: us-gaap_ConsolidationPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for determining an entity's fiscal year or other fiscal period. This disclosure may include identification of the fiscal period end-date, the length of the fiscal period, any reporting period lag between the entity and its subsidiaries, or equity investees. If a reporting lag exists, the closing date of the entity having a different period end is generally noted, along with an explanation of the necessity for using different closing dates. Any intervening events that materially affect the entity's financial position or results of operations are generally also disclosed. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-12 + Details Name: us-gaap_FiscalPeriod Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-9Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 11 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 12 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-12Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-8 + Details Name: us-gaap_UseOfEstimates Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 36 R25.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Revenue (Tables) 6 Months Ended Jun. 30, 2024 Revenue from Contract with Customer [Abstract] Â Schedule of Disaggregation of Revenue The following table summarizes the revenue by region based on the billing address of customers who have contracted to use the Companyâ€™s global network and products:Three Months Ended June 30,Six Months Ended June 30,2024202320242023(dollars in thousands)(dollars in thousands)AmountPercentageof RevenueAmountPercentageof RevenueAmountPercentageof RevenueAmountPercentageof RevenueUnited States$207,008Â 51Â %$161,692Â 53Â %$403,471Â 52Â %$314,610Â 53Â %Europe, Middle East, and Africa110,968Â 28Â %84,346Â 27Â %216,352Â 28Â %162,677Â 27Â %Asia Pacific52,126Â 13Â %40,399Â 13Â %99,777Â 13Â %79,617Â 13Â %Other30,894Â 8Â %22,057Â 7Â %59,998Â 7Â %41,765Â 7Â %Total$400,996Â 100Â %$308,494Â 100Â %$779,598Â 100Â %$5 following table summarizes the revenue from contracts by type of customer:Three Months Ended June 30,Six Months Ended June 30,20242023202420232023(dollars in thousands)(dollars in thousands)AmountPercentageof RevenueAmountPercentageof RevenueAmountPercentageof RevenueAmountPercentageof RevenueChannel partners$76,686Â 19Â %$47,148Â 15Â %$147,137Â 19Â %$88,151Â 15Â %Direct customers324,310Â 81Â %261,346Â 85Â %632,461Â 81Â %510,518Â 85Â %Total$400,996Â 100Â %$308,494Â 100Â %$779,598Â 100Â %$598,669Â 100Â % Schedule of Deferred Contract Acquisition Costs The following table summarizes the activity of the deferred contract acquisition costs:Three Months Ended June 30,Six Months Ended June 30,2024202320242023(in thousands)(in thousands)Beginning balance$137,527Â $98,427Â $133,236Â $93,145Â Capitalization of contract acquisition costs25,687Â 23,957Â 48,085Â 43,348Â Amortization of deferred contract acquisition costs(18,884)(14,902)(36,991)(29,011)Ending balance$144,330Â $107,482Â $144,330Â $107,482Â X - DefinitionTabular disclosure of cost capitalized in obtaining or fulfilling contract with customer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of disaggregation of revenue into categories depicting how nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factor. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5 + Details Name: us-gaap_DisaggregationOfRevenueTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_RevenueFromContractWithCustomerAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 37 R26.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Fair Value Measurements (Tables) 6 Months Ended Jun. 30, 2024 Fair Value Disclosures [Abstract] Â Schedule of Fair Value by Significant Investment Category The following table summarizes the Companyâ€™s cash and available-for-sale securitiesâ€™ amortized cost, unrealized gains (losses), and fair value by significant investment category reported as cash and cash equivalents, restricted cash short-term, restricted cash, or available-for-sale securities as of JuneÂ 30, 2024 and DecemberÂ 31, 2023.(in thousands)Â Â Â Â Reported as:June 30, 2024AmortizedCostUnrealizedGainUnrealized(Loss)Fair ValueCashÂ &CashEquivalentsAvailable-for-sale securitiesRestrictedCash (Current and Non-Current)Cash$60,979Â $â€”Â $â€”Â $60,979Â $57,956Â $â€”Â $3,023Â Level I:Money market funds99,011Â â€”Â Â â€”Â 99,011Â 99,011Â â€”Â Â â€”Â Level II:Corporate bonds408,749Â 40Â (690)408,099Â â€”Â 408,099Â â€”Â U.S. treasury securities1,036,063Â 162Â (1,178)1,035,047Â â€”Â 1,035,047Â â€”Â U.S. government agency securities59,151Â â€”Â (73)59,078Â â€”Â 59,078Â â€”Â Commercial paper98,205Â 1Â â€”Â 98,206Â â€”Â 98,206Â â€”Â Subtotal1,602,168Â 203Â (1,941)1,600,430Â â€”Â 1,600,430Â â€”Â Total assets measured at fair value on a recurring basis$1,762,158Â $203Â $(1,941)$1,760,420Â $156,967Â $1,600,430Â $3,023Â (in thousands)Reported as:December 31, 2023AmortizedCostUnrealizedGainUnrealized(Loss)FairValueCashÂ &CashEquivalentsAvailable-for-sale securitiesRestrictedCash (Current and Non-Current)CashCash$51,189Â $â€”Â $â€”Â $51,189Â $46,829Â $â€”Â $4,360Â Level I:Money market funds40,035Â â€”Â â€”Â 40,035Â 40,035Â â€”Â â€”Â Level II:Corporate bonds312,510Â 718Â (378)312,850Â â€”Â 312,850Â â€”Â U.S. treasury securities1,020,167Â 2,344Â (544)1,021,967Â â€”Â 1,021,967Â â€”Â U.S. government agency securities84,154Â 14Â (96)84,072Â â€”Â 84,072Â â€”Â Commercial paper167,989Â 2Â â€”Â 167,991Â â€”Â 167,991Â â€”Â Subtotal1,584,820Â 3,078Â (1,018)1,586,880Â â€”Â 1,586,880Â â€”Â Total assets measured at fair value on a recurring basis$1,676,044Â $3,078Â $(1,018)$1,678,104Â $86,864Â $1,586,880Â $4,360Â X - DefinitionTabular disclosure of assets, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, by class that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -

Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueAssetsMeasuredOnRecurringBasisTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_FairValueDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 38 R27.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Balance Sheet Components (Tables) 6 Months Ended Jun. 30, 2024 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Schedule of Property and Equipment, Net Property and equipment, net consisted of the following:June 30, 2024December 31, 2023(in thousands)Property and equipment:Serversâ€”network infrastructure$383,716Â $330,295Â Construction in progress33,728Â 45,557Â Capitalized internal-use software92,944Â 75,163Â Office and computer equipment35,784Â 32,043Â Office furniture8,998Â 9,003Â Software5,513Â 5,422Â Leasehold improvements44,469Â 42,984Â Asset retirement obligation826Â 826Â Gross property and equipment605,978Â 541,293Â Less accumulated depreciation and amortization(266,854)(218,480)Total property and equipment, net$339,124Â $322,813Â Schedule of Acquired Intangible Assets, Net Acquired intangible assets, net consisted of the following:June 30, 2024Gross CarryingAmountAccumulatedAmortizationNet BookValue(in thousands)Developed technology$16,431Â $3,105Â $13,326Â Customer relationships11,600Â 3,263Â 8,337Â Total acquired intangible assets, net$28,031Â $6,368Â $21,663Â December 31, 2023Gross CarryingAmountAccumulatedAmortizationNet BookValue(in thousands)Developed technology$47,183Â $36,893Â $10,290Â Trade name1,700Â 1,488Â 212Â Customer relationships11,600Â 2,538Â 9,062Â Total acquired intangible assets, net$60,483Â $40,919Â $19,564Â Schedule of Estimated Future Amortization Expense of Acquired Intangible Assets As of JuneÂ 30, 2024, the estimated future amortization expense of acquired intangible assets was as follows:EstimatedAmortization(in thousands)Year ending December 31,2024 (remaining six months)$4,833Â 20259,065Â 20263,053Â 20271,450Â 20281,450Â Thereafter1,812Â Total$21,663Â X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of assets, excluding financial assets and goodwill, lacking physical substance with a finite life, by either major class or business segment. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2 + Details Name: us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the amount of amortization expense expected to be recorded in succeeding fiscal years for finite-lived intangible assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2 + Details Name: us-gaap_ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 39 R28.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Leases (Tables) 6 Months Ended Jun. 30, 2024 Leases [Abstract] Â Schedule of Lease Costs The components of lease cost related to the Company's operating leases included in the condensed consolidated statements of operations were as follows:Three Months Ended June 30,Six Months Ended June 30,20242023(in thousands)(in thousands)Operating lease cost$11,261Â $10,864Â $23,124Â $21,925Â Total lease cost$11,261Â $10,864Â $23,124Â $21,925Â Schedule of Lease Liability Maturities Maturities of the operating lease liabilities as of JuneÂ 30, 2024 are as follows:June 30, 2024(in thousands)2024 (remaining six months)$26,887Â 202538,238Â 202634,707Â 202730,378Â 202817,378Â Thereafter22,535Â Total lease payments$170,123Â Less: Imputed interest$(16,875)Total operating lease liabilities$153,248Â X - DefinitionTabular disclosure of lessee's lease cost. Includes, but is not limited to, interest expense for finance lease, amortization of right-of-use asset for finance lease, operating lease cost, short-term lease cost, variable lease cost and sublease income. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_LeaseCostTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 40 R29.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Financing Arrangements (Tables) 6 Months Ended Jun. 30, 2024 Debt Disclosure [Abstract] Â Schedule of Convertible Debt The net carrying amounts of the 2026 Notes were as follows:June 30, 2024December 31, 2023(in thousands)Principal$1,293,750Â $1,293,750Â Unamortized debt issuance costs(8,408)(10,388)Carrying amount, net$1,285,342Â $1,283,362Â Schedule of Interest Expense The following tables set forth total interest expense recognized related to the Notes:Three Months Ended June 30,202420232026 Notes2025 Notes2026 Notes2025 Notes(in thousands)Coupon interest expense$â€”Â $â€”Â $168Â Amortization of debt issuance costs990Â â€”Â 991Â 316Â Total$990Â $â€”Â $991Â $484Â Six Months Ended June 30,202420232026 Notes2025 Notes2026 Notes2025 Notes(in thousands)Coupon interest expense$â€”Â $â€”Â $â€”Â $465Â Amortization of debt issuance costs1,980Â â€”Â 1,981Â 489Â Total$1,980Â $â€”Â $1,981Â $954Â X - DefinitionSchedule Of Interest Expense, Debt Instruments + ReferencesNo definition available. + Details Name: cloud_ScheduleOfInterestExpenseDebtInstrumentsTableTextBlock Namespace Prefix: cloud_ Data Type: dtr-types1:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of convertible debt instrument. Includes, but is not limited to, principal amount and amortized premium or discount. + ReferencesNo definition available. + Details Name: us-gaap_ConvertibleDebtTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 41 R30.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Common Stock (Tables) 6 Months Ended Jun. 30, 2024 Equity [Abstract] Â Schedule of Common Stock Reserved for Future Issuance Shares of common stock reserved for future issuance, on an as-if converted basis, are as follows:June 30, 2024December 31, 2023(in thousands)2026 Notes10,311Â 10,311Â Stock options issued and outstanding9,977Â 12,523Â Remaining shares available for issuance under the 2019 Plan72,112Â 56,442Â Outstanding and unsettled RSUs and PSUs10,815Â 10,894Â Shares available for issuance under the Employee Stock Purchase Plan (ESPP)17,045Â 13,844Â Total shares of common stock reserved120,260Â 104,014Â X - DefinitionSchedule Of Common Stock, Reserved For Future Issuance + ReferencesNo definition available. + Details Name: cloud_ScheduleOfCommonStockReservedForFutureIssuanceTableTextBlock Namespace Prefix: cloud_ Data Type: dtr-types1:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 42 R31.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Stock-based Compensation (Tables) 6 Months Ended Jun. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Schedule of Stock-based Compensation Expense The following table sets forth the total stock-based compensation expense included in the Companyâ€™s condensed consolidated statements of operations:Three Months Ended June 30,Six Months Ended June 30,20242023(in thousands)Cost of revenue$2,879Â $2,047Â $5,382Â $3,730Â Sales and marketing23,801Â 20,014Â 43,978Â 34,834Â Research and development35,268Â 34,651Â 60,984Â 62,388Â General and administrative24,043Â 11,680Â 45,370Â 24,841Â Total stock-based compensation expense$85,991Â $68,392Â $155,714Â $125,793Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 43 R32.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Net Loss per Share Attributable to Common Stockholders (Tables) 6 Months Ended Jun. 30, 2024 Earnings Per Share [Abstract] Â Schedule of Computation of Basic and Diluted Net Loss per Share Attributable to Common Stockholders The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders:Three Months Ended June 30,Six Months Ended June 30,20242023Class AClass BClass AClass BClass AClass BClass AClass B(in thousands, except per share data)Net loss attributable to common stockholders$(13,375)$(1,703)$(82,620)$(11,847)$(44,833)$(5,788)$(115,760)$(16,789)Weighted-average shares used in computing net loss per share attributable to common stockholders, basic and diluted302,171Â 38,477Â 290,623Â 41,674Â 300,786Â 38,831Â 289,466Â 41,982Â Net loss per share attributable to common stockholders, basic and diluted(0.04)(0.04)(0.28)(0.28)(0.15)(0.15)(0.40)(0.40) Schedule of Potential Shares of Common Stock Excluded from Computation of Basic and Diluted Net Loss per Share Attributable to Common Stockholders The potential shares of common stock that were excluded from the computation of diluted net loss per share attributable to common stockholders for the periods presented because including them would have been antidilutive are as follows:June 30,20242023(in thousands)2025 Notesâ€”Â 1,012Â 2026 Notes6,762Â 6,762Â Shares subject to repurchaseâ€”Â 319Â Unexercised stock options9,977Â 13,952Â Unvested restricted stock and RSUs10,590Â 11,320Â Shares issuable pursuant to the ESPP169Â 228Â Total27,498Â 33,593Â X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 44 R33.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Segment and Geographic Information (Tables) 6 Months Ended Jun. 30, 2024 Segment Reporting [Abstract] Â Schedule of Property and Equipment, Net by Geographic Area The Companyâ€™s property and equipment, net, by geographic area were as follows:Â June 30, 2024December 31, 2023Â Â (in thousands)United States$188,315Â $191,853Â Rest of the world150,809Â 130,960Â Total property and equipment, net$339,124Â $322,813Â X - DefinitionTabular disclosure of long-lived assets, excluding financial instruments, long-term customer relationships of a financial institution, mortgage rights, deferred policy acquisition costs, and deferred tax assets, by geographic areas located in the entity's country of domicile and foreign countries in which the entity holds assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41 + Details Name: us-gaap_LongLivedAssetsByGeographicAreasTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SegmentReportingAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 45 R34.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Summary of Significant Accounting Policies (Details) - USD ($) $ in Millions 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Jan. 01, 2024 Dec. 31, 2023 New Accounting Pronouncements or Change in Accounting Principle [Line Items] Â Â Â Â Â Â Reduction in depreciation $ (26.3) $ (28.4) $ (50.4) $ (54.2) Â Â Serversâ€”network infrastructure Â Â Â Â Â Â Â New Accounting Pronouncements or Change in Accounting Principle [Line Items] Â Â Â Â Â Â Â Useful life Â Â Â Â Â 5 years 4 years Serversâ€”network infrastructure | Service Life Â Â Â Â Â Â Â New Accounting Pronouncements or Change in Accounting Principle [Line Items] Â Â Â Â Â Â Â Reduction in depreciation Â Â $ 11.9 Â Â Â Â X - DefinitionThe amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non-production related depreciation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_Depreciation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476173/280-10-65-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476173/280-10-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 9 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-9Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 9 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 9 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-9Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-7Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -

Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a)(3)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a)(3)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-1Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479832/842-10-65-8Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479832/842-10-65-8Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 50 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477123/405-50-65-1Reference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482477/820-10-65-13Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482477/820-10-65-13Reference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-5Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-5Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-5Reference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-5Reference 38: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 39: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 40: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 41: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 42: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 43: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 44: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 45: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 46: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 47: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (i)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 48: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (i)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 49: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479845/805-20-65-3Reference 50: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479845/805-20-65-3Reference 51: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 3 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479845/805-20-65-3Reference 52: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479832/842-10-65-5Reference 53: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 54: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 55: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 56: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 57: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 58: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 59: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 60: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 61: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 62: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 63: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 64: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 65: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 66: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 67: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 68: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 69: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 11.M.Q2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480530/250-10-S99-5Reference 70: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4Reference 71: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4Reference 72: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4Reference 73: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 74: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 75: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4Reference 76: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (e)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4Reference 77: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4Reference 78: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483194/926-20-65-2Reference 79: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483194/926-20-65-2Reference 80: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483194/926-20-65-2Reference 81: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 82: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 83: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 84: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 85: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 86: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-6Reference 87: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 88: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 89: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 90: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 91: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 92: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 93: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 94: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 95: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 96: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 97: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 98: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-3Reference 99: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476166/350-60-65-1Reference 100: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476166/350-60-65-1 + Details Name: us-gaap_NewAccountingPronouncementsOrChangeInAccountingPrincipleLineItems Namespace Prefix: us-gaap_ Data

Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionUseful life of long lived, physical assets used in the normal conduct of business and not intended for resale, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Examples include, but not limited to, land, buildings, machinery and equipment, office equipment, furniture and fixtures, and computer equipment. + ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_TechnologyEquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ChangeInAccountingEstimateByTypeAxis=us-gaap_ServiceLifeMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 46 R35.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Revenue - Disaggregation of Revenue (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Disaggregation of Revenue [Line Items] Â Â Â Â Revenue $ 400,996 $ 308,494 $ 779,598 $ 598,669 Geographic Concentration Risk | Revenue Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Percentage of Revenue 100.00% 100.00% 100.00% 100.00% Sales Channel Concentration Risk | Revenue Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Percentage of Revenue 100.00% 100.00% 100.00% 100.00% Channel partners Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenue $ 76,686 $ 47,148 $ 147,137 $ 88,151 Channel partners | Sales Channel Concentration Risk | Revenue Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Percentage of Revenue 19.00% 15.00% 19.00% 15.00% Direct customers Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenue $ 324,310 $ 261,346 $ 632,461 $ 510,518 Direct customers | Sales Channel Concentration Risk | Revenue Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Percentage of Revenue 81.00% 85.00% 81.00% 85.00% United States Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenue $ 207,008 $ 161,692 $ 403,471 $ 314,610 United States | Geographic Concentration Risk | Revenue Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Percentage of Revenue 51.00% 53.00% 52.00% 53.00% Europe, Middle East, and Africa Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenue $ 110,968 $ 84,346 $ 216,352 $ 162,677 Europe, Middle East, and Africa | Geographic Concentration Risk | Revenue Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Percentage of Revenue 28.00% 27.00% 28.00% 27.00% Asia Pacific Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenue $ 52,126 $ 40,399 $ 99,777 $ 79,617 Asia Pacific | Geographic Concentration Risk | Revenue Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Percentage of Revenue 13.00% 13.00% 13.00% 13.00% Other Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenue $ 30,894 $ 22,057 $ 59,998 $ 41,765 Other | Geographic Concentration Risk | Revenue Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Percentage of Revenue 8.00% 7.00% 7.00% 7.00% X - DefinitionFor an entity that discloses a concentration risk in relation to quantitative amount, which serves as the "benchmark" (or denominator) in the equation, this concept represents the concentration percentage derived from the division. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 21 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-21Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-20Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-18Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-20 + Details Name: us-gaap_ConcentrationRiskPercentage1 Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91 + Details Name: us-gaap_DisaggregationOfRevenueLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_ConcentrationRiskByTypeAxis=us-gaap_GeographicConcentrationRiskMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByBenchmarkAxis=us-gaap_RevenueFromContractWithCustomerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByTypeAxis=cloud_SalesChannelConcentrationRiskMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ContractWithCustomerSalesChannelAxis=us-gaap_SalesChannelThroughIntermediaryMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ContractWithCustomerSalesChannelAxis=us-gaap_SalesChannelDirectlyToConsumerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=country_US Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=us-gaap_EMEAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=srt_AsiaPacificMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=cloud_OtherGeographicalRegionsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 47 R36.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Revenue - Narratives (Details) - USD ($) 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Revenue from Contract with Customer [Abstract] Â Â Â Â Revenue recognized Â Â $ 270,300,000 $ 169,700,000 Impairment loss $ 0 $ 0 $ 0 $ 0 X - DefinitionAmount of impairment loss for asset recognized from cost incurred to obtain or fulfill contract with customer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostImpairmentLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8 + Details Name: us-gaap_ContractWithCustomerLiabilityRevenueRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_RevenueFromContractWithCustomerAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 48 R37.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Revenue - Deferred Contract Acquisition Costs (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Capitalized Contract Cost [Roll Forward] Â Â Â Â Beginning balance $ 137,527 $ 98,427 $ 133,236 $ 93,145 Capitalization of contract acquisition costs 25,687 23,957 48,085 43,348 Amortization of deferred contract acquisition costs (18,884) (14,902) (36,991) (29,011) Ending balance $ 144,330 $ 107,482 $ 144,330 $ 107,482 X - DefinitionCapitalized Contract Cost, Additions + ReferencesNo definition available. + Details Name: cloud_CapitalizedContractCostAdditions Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionCapitalized Contract Cost + ReferencesNo definition available. + Details Name: cloud_CapitalizedContractCostRollForward Namespace Prefix: cloud_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of amortization expense for asset recognized from cost incurred to obtain or fulfill contract with customer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, after accumulated amortization and accumulated impairment loss, of asset recognized from cost incurred to obtain or fulfill contract with customer; classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostNetNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 49 R38.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Revenue - Remaining Performance Obligations (Details) $ in Millions Jun. 30, 2024 USD ($) Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items] Â Remaining performance obligation, amount $ 1,421.0 Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]: 2024-07-01 Â Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items] Â Remaining performance obligation, percent 69.00% Remaining performance obligation, expected timing of satisfaction 12 months X - DefinitionAmount of transaction price allocated to performance obligation that has not been recognized as revenue. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -SubTopic 10 -Topic 606 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13 + Details Name: us-gaap_RevenueRemainingPerformanceObligation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPeriod in which remaining performance obligation is expected to be recognized as revenue, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b)(1) -SubTopic 10 -Topic 606 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13 + Details Name: us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionPeriod1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionPercentage of remaining performance obligation to total remaining performance obligation not recognized as revenue. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b)(1) -SubTopic 10 -Topic 606 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13 + Details Name: us-gaap_RevenueRemainingPerformanceObligationPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionStartDateAxis=2024-07-01 Namespace Prefix: Data Type: na Balance Type: Period Type: XML 50 R39.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Fair Value Measurements - Cash and Available-for-sale Debt Securities' Amortized Cost, Unrealized Gains (Losses) and Fair Value by Significant Investment Category (Details) - USD ($) Jun. 30, 2024 Dec. 31, 2023 Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Amortized Cost $ 156,967,000 $ 86,864,000 Amortized Cost 1,762,158,000 1,676,044,000 Unrealized Gain 203,000 3,078,000 Unrealized (Loss) (1,941,000) (1,018,000) Fair Value 1,760,420,000 1,678,104,000 Cash Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Amortized Cost 60,979,000 51,189,000 Unrealized Gain 0 0 Unrealized (Loss) 0 0 Fair Value 60,979,000 51,189,000 Money market funds Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Unrealized Gain 0 0 Unrealized (Loss) 0 0 Level I | Money market funds Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Amortized Cost 99,011,000 40,035,000 Unrealized Gain 0 0 Unrealized (Loss) 0 0 Fair Value 99,011,000 40,035,000 Level II Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Amortized Cost 1,602,168,000 1,584,820,000 Unrealized Gain 203,000 3,078,000 Unrealized (Loss) (1,941,000) (1,018,000) Fair Value 1,600,430,000 1,586,880,000 Level II | Corporate bonds Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Amortized Cost 408,749,000 312,510,000 Unrealized Gain 40,000 718,000 Unrealized (Loss) (690,000) (378,000) Fair Value 408,099,000 312,850,000 Level II | U.S. treasury securities Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Amortized Cost 1,036,063,000 1,020,167,000 Unrealized Gain 162,000 2,344,000 Unrealized (Loss) (1,178,000) (544,000) Fair Value 1,035,047,000 1,021,967,000 Level II | U.S. government agency securities Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Amortized Cost 59,151,000 84,154,000 Unrealized Gain 0 14,000 Unrealized (Loss) (73,000) (96,000) Fair Value 59,078,000 84,072,000 Level II | Commercial paper Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Amortized Cost 98,205,000 167,989,000 Unrealized Gain 1,000 2,000 Unrealized (Loss) 0 0 Fair Value 98,206,000 167,991,000 CashÂ & Cash Equivalents | Fair Value, Recurring Â Â Fair Value, Balance Sheet Grouping,

Financial Statement Captions [Line Items] Â Â Total assets measured at fair value on a recurring basis 156,967,000 86,864,000 CashÂ & Cash Equivalents | Fair Value, Recurring | Cash Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 57,956,000 46,829,000 CashÂ & Cash Equivalents | Fair Value, Recurring | Level I | Money market funds Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 99,011,000 40,035,000 CashÂ & Cash Equivalents | Fair Value, Recurring | Level II Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 0 0 CashÂ & Cash Equivalents | Fair Value, Recurring | Level II | Corporate bonds Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 0 0 CashÂ & Cash Equivalents | Fair Value, Recurring | Level II | U.S. treasury securities Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 0 0 CashÂ & Cash Equivalents | Fair Value, Recurring | Level II | U.S. government agency securities Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 0 0 CashÂ & Cash Equivalents | Fair Value, Recurring | Level II | Commercial paper Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 0 0 Available-for-sale securities | Fair Value, Recurring Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 1,600,430,000 1,586,880,000 Available-for-sale securities | Fair Value, Recurring | Cash Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 0 0 Available-for-sale securities | Fair Value, Recurring | Level I | Money market funds Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 0 0 Available-for-sale securities | Fair Value, Recurring | Level II Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 1,600,430,000 1,586,880,000 Available-for-sale securities | Fair Value, Recurring | Level II | Corporate bonds Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 408,099,000 312,850,000 Available-for-sale securities | Fair Value, Recurring | Level II | U.S. treasury securities Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 1,035,047,000 1,021,967,000 Available-for-sale securities | Fair Value, Recurring | Level II | U.S. government agency securities Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 59,078,000 84,072,000 Available-for-sale securities | Fair Value, Recurring | Level II | Commercial paper Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 98,206,000 167,991,000 Restricted Cash (Current and Non-Current) | Fair Value, Recurring Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Total assets measured at fair value on a recurring basis 3,023,000 4,360,000 Restricted Cash (Current and Non-Current) | Fair Value, Recurring | Cash Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 3,023,000 4,360,000 Restricted Cash (Current and Non-Current) | Fair Value, Recurring | Level I | Money market funds Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 0 0 Restricted Cash (Current and Non-Current) | Fair Value, Recurring | Level II Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 0 0 Restricted Cash (Current and Non-Current) | Fair Value, Recurring | Level II | Corporate bonds Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 0 0 Restricted Cash (Current and Non-Current) | Fair Value, Recurring | Level II | U.S. treasury securities Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 0 0 Restricted Cash (Current and Non-Current) | Fair Value, Recurring | Level II | U.S. government agency securities Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value 0 0 Restricted Cash (Current and Non-Current) | Fair Value, Recurring | Level II | Commercial paper Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Fair Value $ 0 $ 0 X - DefinitionCash And Cash Equivalents, Accumulated Gross Unrealized Gain, Before Tax + ReferencesNo definition available. + Details Name: cloud_CashAndCashEquivalentsAccumulatedGrossUnrealizedGainBeforeTax Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCash And Cash Equivalents, Accumulated Gross Unrealized Loss, Before Tax + ReferencesNo definition available. + Details Name: cloud_CashAndCashEquivalentsAccumulatedGrossUnrealizedLossBeforeTax Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCash And Cash Equivalents And Debt Securities, Available-For-Sale + ReferencesNo definition available. + Details Name: cloud_CashAndCashEquivalentsAndDebtSecuritiesAvailableForSale Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCash And Cash Equivalents And Debt Securities, Available-For-Sale, Accumulated Gross Unrealized Gain, Before Tax + ReferencesNo definition available. + Details Name: cloud_CashAndCashEquivalentsAndDebtSecuritiesAvailableForSaleAccumulatedGrossUnrealizedGainBeforeTax Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCash And Cash Equivalents And Debt Securities, Available-For-Sale, Accumulated Gross Unrealized Loss, Before Tax + ReferencesNo definition available. + Details Name: cloud_CashAndCashEquivalentsAndDebtSecuritiesAvailableForSaleAccumulatedGrossUnrealizedLossBeforeTax Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCash And Cash Equivalents And Debt Securities, Available-For-Sale, Amortized Cost + ReferencesNo definition available. + Details Name: cloud_CashAndCashEquivalentsAndDebtSecuritiesAvailableForSaleAmortizedCost Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value portion of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_AssetsFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, before tax, of unrealized gain in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2 + Details Name: us-gaap_AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedGainBeforeTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, before tax, of unrealized loss in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2 + Details Name: us-gaap_AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedLossBeforeTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1 + Details Name: us-gaap_AvailableForSaleDebtSecuritiesAmortizedCostBasis Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 103 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-103Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1 + Details Name: us-gaap_AvailableForSaleSecuritiesDebtSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value portion of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_CashAndCashEquivalentsFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_FairValueBalanceSheetGroupingFinancialStatementCaptionsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_CashAndCashEquivalentsAxis=us-gaap_CashMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CashAndCashEquivalentsAxis=us-gaap_MoneyMarketFundsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel1Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel2Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FinancialInstrumentAxis=us-gaap_CorporateBondSecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FinancialInstrumentAxis=us-gaap_USTreasurySecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FinancialInstrumentAxis=us-gaap_USGovernmentAgenciesDebtSecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FinancialInstrumentAxis=us-gaap_CommercialPaperMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BalanceSheetLocationAxis=us-gaap_CashAndCashEquivalentsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByMeasurementFrequencyAxis=us-gaap_FairValueMeasurementsRecurringMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BalanceSheetLocationAxis=cloud_DebtSecuritiesAvailableForSaleCurrentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BalanceSheetLocationAxis=cloud_RestrictedCashMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 51 R40.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Fair Value Measurements - Narrative (Details) - USD ($) Jun. 30, 2024 Dec. 31, 2023 Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Restricted cash $ 3,000,000 Â Amortized cost of available-for-sale investments with maturities less than one year 1,117,900,000 $ 1,185,100,000 Amortized cost of available-for-sale investments with maturities greater than one year 484,300,000 399,700,000 Net (loss) gain on investments, net of tax (1,800,000) 2,000,000 Convertible Debt | 2026 Notes Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Debt instrument, fair value 1,176,400,000 Â Money market funds Â Â Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items] Â Â Unrealized gain 0 0 Unrealized loss $ 0 $ 0 X - DefinitionCash And Cash Equivalents, Accumulated Gross Unrealized Gain, Before Tax + ReferencesNo definition available. + Details Name: cloud_CashAndCashEquivalentsAccumulatedGrossUnrealizedGainBeforeTax Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCash And Cash Equivalents, Accumulated Gross Unrealized Loss, Before Tax + ReferencesNo definition available. + Details Name: cloud_CashAndCashEquivalentsAccumulatedGrossUnrealizedLossBeforeTax Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionDebt Securities, Available-For-Sale, Maturity, Allocated And Single Maturity Date, After One Year, Amortized Cost + ReferencesNo definition available. + Details Name: cloud_DebtSecuritiesAvailableForSaleMaturityAllocatedAndSingleMaturityDateAfterOneYearAmortizedCost Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after tax, of accumulated unrealized gain (loss) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14 + Details Name: us-gaap_AccumulatedOtherComprehensiveIncomeLossAvailableForSaleSecuritiesAdjustmentNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3 + Details Name: us-gaap_AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearAmortizedCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value portion of debt instrument payable, including, but not limited to, notes payable and loans payable. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2E -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2EReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic

820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-10 + Details Name: us-gaap_DebtInstrumentFairValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_FairValueBalanceSheetGroupingFinancialStatementCaptionsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash restricted as to withdrawal or usage. 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. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(1)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_RestrictedCash Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_ConvertibleDebtMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=cloud_SeniorConvertibleNotesDue2026Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CashAndCashEquivalentsAxis=us-gaap_MoneyMarketFundsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 52 R41.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Balance Sheet Components - Accounts Receivable, Net (Details) - USD ($) $ in Millions 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Dec. 31, 2023 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Â Â Â Â Allowance for doubtful accounts $ 7.7 Â $ 7.7 Â $ 6.0 Provision for bad debt expense 1.5 $ 4.4 4.1 $ 6.0 Â Write-off of uncollectible accounts receivable $ 1.0 $ 2.7 $ 2.4 $ 3.7 Â X - DefinitionProvision For Doubtful Accounts, Excluding Pay As You Go Customers + ReferencesNo definition available. + Details Name: cloud_ProvisionForDoubtfulAccountsExcludingPayAsYouGoCustomers Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of allowance for credit loss on accounts receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4 + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of direct write-downs of accounts receivable charged against the allowance. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13 + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivableWriteOffs Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 53 R42.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Balance Sheet Components - Property and Equipment, Net (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Dec. 31, 2023 Property, Plant and Equipment [Line Items] Â Â Â Â Â Gross property and equipment $ 605,978 Â $ 605,978 Â $ 541,293 Less accumulated depreciation and amortization (266,854) Â (266,854) Â (218,480) Total property and equipment, net 339,124 Â 339,124 Â 322,813 Depreciation 26,300 $ 28,400 50,400 $ 54,200 Â Serversâ€”network infrastructure Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Gross property and equipment 383,716 Â 383,716 Â 330,295 Construction in progress Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Gross property and equipment 33,728 Â 33,728 Â 45,557 Capitalized internal-use software Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Gross property and equipment 92,944 Â 92,944 Â 75,163 Office and computer equipment Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Gross property and equipment 35,784 Â 35,784 Â 32,043 Office furniture Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Gross property and equipment 8,998 Â 8,998 Â 9,003 Software Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Gross property and equipment 5,513 Â 5,513 Â 5,422 Depreciation 5,900 $ 5,300 11,400 $ 10,700 Â Leasehold improvements Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Gross property and equipment 44,469 Â 44,469 Â 42,984 Asset retirement obligation Â Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Â Gross property and equipment $ 826 Â $ 826 Â $ 826 X - DefinitionAmount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non-production related depreciation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_Depreciation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A + Details Name: us-gaap_PropertyPlantAndEquipmentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_TechnologyEquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_ConstructionInProgressMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_SoftwareDevelopmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_OfficeEquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_FurnitureAndFixturesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_SoftwareAndSoftwareDevelopmentCostsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_LeaseholdImprovementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_RemediationPropertyForSaleAbandonmentOrDisposalMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 54 R43.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Balance Sheet Components - Goodwill (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2024 Jun. 30, 2023 May 31, 2024 Dec. 31, 2023 Business Acquisition [Line Items] Â Â Â Â Â Goodwill $ 156,162 $ 156,162 Â Â $ 148,047 Goodwill, impairment loss Â $ 0 $ 0 Â Â BastionZero Â Â Â Â Â Business Acquisition [Line Items] Â Â Â Â Â Goodwill Â Â Â $ 8,100 Â Goodwill $ 8,100 Â Â Â Â Â X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-5 + Details Name: us-gaap_BusinessAcquisitionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase in asset representing future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized resulting from a business combination. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1 + Details Name: us-gaap_GoodwillAcquiredDuringPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of impairment loss from asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-2 + Details Name: us-

gaap_GoodwillImpairmentLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_BusinessAcquisitionAxis=cloud_BastionZeroMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 55 R44.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Balance Sheet Components - Acquired Intangible Assets, Net (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Dec. 31, 2023 Finite-Lived Intangible Assets [Line Items] Â Â Â Â Â Gross Carrying Amount $ 28,031 Â $ 28,031 Â $ 60,483 Accumulated Amortization 6,368 Â 6,368 Â 40,919 Net Book Value 21,663 Â 21,663 Â 19,564 Amortization of acquired intangible assets 2,000 $ 4,900 7,200 $ 9,800 Â BastionZero Â Â Â Â Â Finite-Lived Intangible Assets [Line Items] Â Â Â Â Â Estimated fair value of intangible assets 5,100 Â Â Â Â Developed technology Â Â Â Â Â Finite-Lived Intangible Assets [Line Items] Â Â Â Â Â Gross Carrying Amount 16,431 Â 16,431 Â 47,183 Accumulated Amortization 3,105 Â 3,105 Â 36,893 Net Book Value 13,326 Â 13,326 Â 10,290 Developed technology | BastionZero Â Â Â Â Â Finite-Lived Intangible Assets [Line Items] Â Â Â Â Â Estimated fair value of intangible assets 9,300 Â Â Â Â Trade name Â Â Â Â Â Finite-Lived Intangible Assets [Line Items] Â Â Â Â Â Gross Carrying Amount Â Â Â Â 1,700 Accumulated Amortization Â Â Â Â 1,488 Net Book Value Â Â Â Â 212 Customer relationships Â Â Â Â Â Finite-Lived Intangible Assets [Line Items] Â Â Â Â Â Gross Carrying Amount 11,600 Â 11,600 Â 11,600 Accumulated Amortization 3,263 Â 3,263 Â 2,538 Net Book Value $ 8,337 Â $ 8,337 Â $ 9,062 X - DefinitionThe aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-2 + Details Name: us-gaap_AmortizationOfIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAccumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 928 -SubTopic 340 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478859/928-340-50-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase in assets, excluding financial assets, lacking physical substance with a definite life, from an acquisition. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1 + Details Name: us-gaap_FinitelivedIntangibleAssetsAcquired1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_BusinessAcquisitionAxis=cloud_BastionZeroMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_DevelopedTechnologyRightsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_CustomerRelationshipsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_TradeNamesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 56 R45.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Balance Sheet Components - Estimated Future Amortization Expense of Acquired Intangible Assets, Net (Details) - USD ($) $ in Thousands Jun. 30, 2024 Dec. 31, 2023 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Â 2024 (remaining six months) $ 4,833 Â 2025 9,065 Â 2026 3,053 Â 2027 1,450 Â 2028 1,450 Â Thereafter 1,812 Â Net Book Value $ 21,663 $ 19,564 X - DefinitionFinite-Lived Intangible Asset, Expected Amortization, after Year Four + ReferencesNo definition available. + Details Name: cloud_FiniteLivedIntangibleAssetExpectedAmortizationAfterYearFour Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 57 R46.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Leases - Narratives (Details) $ in Millions Jun. 30, 2024 USD ($) Lessee, Lease, Description [Line Items] Â Remaining lease term (up to) 7 years 1 month 6 days Lease not yet commenced, undiscounted amount $ 54.7 Lease not yet commenced, term of contract 4 years 3 months 18 days Weighted average remaining lease term 4 years 8 months 12 days Operating lease, weighted average discount rate, percent 4.70% Co-location Asset Lease Â Lessee, Lease, Description [Line Items] Â Remaining lease term (up to) 8 years 2 months 12 days X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_LesseeLeaseDescriptionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTerm of lessee's operating lease not yet commenced, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_LesseeOperatingLeaseLeaseNotYetCommencedTermOfContract1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionRemaining lease term of operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_LesseeOperatingLeaseRemainingLeaseTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionWeighted average discount rate for operating lease calculated at point in time. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionWeighted average remaining lease term for operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -

Paragraph 4 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionAmount of unrecorded obligation to transfer funds in future for fixed or minimum amount or quantity of product and service at fixed or minimum price. Includes, but is not limited to, lease not yet commenced and take-or-pay and throughput contracts. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_UnrecordedUnconditionalPurchaseObligationBalanceSheetAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_LeaseContractualTermAxis=cloud_CoLocationAssetLeaseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 58 R47.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Leases - Lease Costs (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Leases [Abstract] Â Â Â Â Operating lease cost $ 11,261 $ 10,864 $ 23,124 $ 21,925 Total lease cost $ 11,261 $ 10,864 $ 23,124 $ 21,925 X - DefinitionAmount of lease cost recognized by lessee for lease contract. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_LeaseCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of single lease cost, calculated by allocation of remaining cost of lease over remaining lease term. Includes, but is not limited to, single lease cost, after impairment of right-of-use asset, calculated by amortization of remaining right-of-use asset and accretion of lease liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 59 R48.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Leases - Lease Liability Maturities (Details) $ in Thousands Jun. 30, 2024 USD ($) Leases [Abstract] Â 2024 (remaining nine months) $ 26,887 2025 38,238 2026 34,707 2027 30,378 2028 17,378 Thereafter 22,535 Total lease payments 170,123 Less: Imputed interest (16,875) Total operating lease liabilities $ 153,248 X - DefinitionLessee, Operating Lease, Liability, To Be Paid, After Year Four + ReferencesNo definition available. + Details Name: cloud_LesseeOperatingLeaseLiabilityToBePaidAfterYearFour Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease having initial or remaining lease term in excess of one year to be paid in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 60 R49.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Financing Arrangements - 2026 Convertible Senior Notes (Details) - 2026 Notes - Convertible Debt 1 Months Ended Aug. 31, 2021 USD ($) day $ / shares Debt Instrument [Line Items] Â Debt principal amount | $ $ 1,293,800,000 Interest rate 0.00% Proceeds from convertible debt | $ $ 1,274,000,000 Convertible debt, conversion ratio 0.0052263 Conversion price (in dollars per share) | $ / shares $ 191.34 Last Reported Stock Price At Lease 130% Of The Debt Conversion Price Â Debt Instrument [Line Items] Â Conversion requirement, threshold trading days (at least) 20 Conversion requirement, threshold consecutive trading days 30 Conversion requirement, threshold percentage of stock price trigger (at least) 130.00% Principal Amount Less Than 98% of the Product Â Debt Instrument [Line Items] Â Conversion requirement, threshold trading days (at least) 5 Conversion requirement, threshold consecutive trading days 5 Conversion requirement, threshold percentage of stock price trigger (at least) 98.00% X - DefinitionThe price per share of the conversion feature embedded in the debt instrument. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-5 + Details Name: us-gaap_DebtInstrumentConvertibleConversionPrice1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionRatio applied to the conversion of debt instrument into equity with equity shares divided by debt principal amount. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-7Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-6 + Details Name: us-gaap_DebtInstrumentConvertibleConversionRatio1 Namespace Prefix: us-gaap_ Data Type: xbrli:pureItemType Balance Type: na Period Type: duration X - DefinitionThreshold period of specified consecutive trading days within which common stock price to conversion price of convertible debt instrument must exceed threshold percentage for specified number of trading days to trigger conversion feature. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentConvertibleThresholdConsecutiveTradingDays1 Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionMinimum percentage of common stock price to conversion price of convertible debt instruments to determine eligibility of conversion. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentConvertibleThresholdPercentageOfStockPriceTrigger Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThreshold number of specified trading days that common stock price to conversion price of convertible debt instruments must exceed threshold percentage within a specified consecutive trading period to trigger conversion feature. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentConvertibleThresholdTradingDays Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionFace (par) amount of debt instrument at time of issuance. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentFaceAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionContractual interest rate for funds borrowed, under the debt agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentInterestRateStatedPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe cash inflow from the issuance of a long-term debt instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromConvertibleDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_DebtInstrumentAxis=cloud_SeniorConvertibleNotesDue2026Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_ConvertibleDebtMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtConversionByUniqueDescriptionAxis=cloud_ScenarioOneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtConversionByUniqueDescriptionAxis=cloud_ScenarioTwoMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 61 R50.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Financing Arrangements - 2026 Capped Call Transactions (Details) - 2026 Notes - Convertible Debt $ / shares in Units, $ in Millions 1 Months Ended Aug. 31, 2021 USD ($) $ / shares Debt Instrument [Line Items] Â Purchases of capped calls related to convertible senior notes | $ $ 86.3 Capped Calls | Long | Class A common stock Â Debt Instrument [Line Items] Â Strike price (in dollars per share) $ 191.34 Capped call, initial cap price (in dollars per share) $ 250.94 X - DefinitionAdjustments To Additional Paid In Capital, Purchases Of Capped Calls Related To Convertible Debt + ReferencesNo definition available. + Details Name: cloud_AdjustmentsToAdditionalPaidInCapitalPurchasesOfCappedCallsRelatedToConvertibleDebt Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionCapped Call, Initial Cap Price + ReferencesNo definition available. + Details Name: cloud_CappedCallInitialCapPrice Namespace Prefix: cloud_ Data Type: dtr-types1:perShareItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionExercise or strike price stated in the contract for options indexed to the issuer's equity shares. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(1) -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481648/480-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (a)(2) -SubTopic 40 -Topic 815 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-5 + Details Name: us-gaap_OptionIndexedToIssuersEquityStrikePrice1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_DebtInstrumentAxis=cloud_SeniorConvertibleNotesDue2026Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_ConvertibleDebtMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DerivativeInstrumentRiskAxis=cloud_CappedCallsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PositionAxis=us-gaap_LongMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 62 R51.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Financing Arrangements - 2025 Convertible Senior Notes (Details) 1 Months Ended 3 Months Ended 6 Months Ended 12 Months Ended May 31, 2020 USD ($) $ / shares May 31, 2020 USD ($) $ / shares Jun. 30, 2024 USD ($) Jun. 30, 2024 USD ($) Jun. 30, 2024 USD ($) Dec. 31, 2023 USD ($) shares Dec. 31, 2022 USD ($) shares Dec. 31, 2021 USD ($) shares Debt Instrument [Line Items] Â Â Â Â Â Â Â Â Â Â Loss on extinguishment of debt Â Â $ 0 $ 50,300,000 $ 0 $ 50,300,000 Â Â Â 2025 Notes Â Â Â Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Â Â Â Conversion price (in dollars per share) | $ / shares $ 37.43 $ 37.43 Â Â Â Â Â Â Â Â 2025 Notes | Convertible Debt Â Â Â Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Â Â Â Debt principal amount $ 575,000,000.0 $ 575,000,000.0 Â Â Â Â Â Â Â Â Interest rate 0.75% 0.75% Â Â Â Â Â Â Â Â Principal Â Â $ 0 Â $ 0 Â $ 0 Â Â Repurchased face amount Â Â Â Â Â Â 123,000,000.0 Â $ 400,000,000.0 Repayments of convertible debt Â Â Â Â Â Â 172,700,000 Â 400,700,000 Debt conversion, converted instrument, amount Â Â Â Â Â Â Â Â 1,321,000,000 Loss on extinguishment of debt Â Â Â Â Â Â 50,300,000 Â 72,200,000 Debt instrument, fair value Â Â Â Â Â Â Â Â Â Â 355,300,000 Carrying amount, net Â Â Â Â Â Â Â Â Â Â $ 283,100,000 Effective interest rate Â Â Â Â Â Â Â Â Â Â 4.08% Equity component of convertible debt Â Â Â Â Â Â Â Â Â Â $ 965,700,000 Interest payable Â Â Â Â Â Â 500,000 Â Â Deferred debt issuance cost, write-off Â Â Â Â Â Â 1,100,000 Â Â Convertible debt, conversion ratio Â 0.0267187 Â Â Â Â Â Â Â Â 2025 Notes | Convertible Debt | Certain Holders Conversion Â Â Â Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Â Â Â Debt conversion, converted instrument, amount Â Â Â Â Â Â Â Â Â Â $ 35,400,000 $ 16,600,000 Â Convertible debt, conversion ratio 0.0285913 Â Â Â Â Â Â Â Â Â Â 2025 Notes | Convertible Debt | Class A common stock Â Â Â Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Â Â Â Number of shares issued upon debt conversion (in shares) | shares Â Â Â Â Â Â 500,000 300,000 7,600,000 Debt conversion converted instrument additional shares initial conversion (in shares) | shares Â Â Â Â Â Â Â 1.8726 Â Â X - DefinitionDebt Instrument, Convertible, Additional Shares To The Initial Conversion + ReferencesNo definition available. + Details Name: cloud_DebtInstrumentConvertibleAdditionalSharesToTheInitialConversion Namespace Prefix: cloud_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionDebt Instrument, Convertible, Carrying Amount of Equity Component, Gross + ReferencesNo definition available. + Details Name: cloud_DebtInstrumentConvertibleCarryingAmountOfEquityComponentGross Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe value of the financial instrument(s) that the original debt is being converted into in a noncash (or part noncash) transaction. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_DebtConversionConvertedInstrumentAmount1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe number of shares issued in exchange for the original debt being converted in a noncash (or part noncash) transaction. "Part noncash" refers to that portion of the transaction not resulting in cash receipts or payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_DebtConversionConvertedInstrumentSharesIssued1 Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_DebtInstrumentCarryingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe price per share of the conversion feature embedded in the debt instrument. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-5 + Details Name: us-gaap_DebtInstrumentConvertibleConversionPrice1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionRatio applied to the conversion of debt instrument into equity with equity shares divided by debt principal amount. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-7Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-6 + Details Name: us-gaap_DebtInstrumentConvertibleConversionRatio1 Namespace Prefix: us-gaap_ Data Type: xbrli:pureItemType Balance Type: na Period Type: duration X - DefinitionFace (par) amount of debt instrument at time of issuance. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name

Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentFaceAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFair value portion of debt instrument payable, including, but not limited to, notes payable and loans payable. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2E -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2EReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-10 + Details Name: us-gaap_DebtInstrumentFairValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionEffective interest rate for the funds borrowed under the debt agreement considering interest compounding and original issue discount or premium. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap_DebtInstrumentInterestRateEffectivePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionContractual interest rate for funds borrowed, under the debt agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentInterestRateStatedPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFace (par) amount of the original debt instrument that was repurchased. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentRepurchasedFaceAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionDifference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481303/470-50-40-4 + Details Name: us-gaap_GainsLossesOnExtinguishmentOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of interest payable on debt, including, but not limited to, trade payables. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(15)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(15)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_InterestPayableCurrentAndNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_LongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe cash outflow from the repayment of a long-term debt instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_RepaymentsOfConvertibleDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionWrite-off of amounts previously capitalized as debt issuance cost in an extinguishment of debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_WriteOffOfDeferredDebtIssuanceCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_DebtInstrumentAxis=cloud_SeniorConvertibleNotesDue2025Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_ConvertibleDebtMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: cloud_ExchangeEventAxis=cloud_CertainHoldersConversionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 63 R52.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Financing Arrangements - 2025 Capped Call Transactions (Details) - 2025 Notes - Convertible Debt - USD ($) $ / shares in Units, $ in Millions 6 Months Ended May 31, 2020 Jun. 30, 2024 Debt Instrument [Line Items] Â Â Purchases of capped calls related to convertible senior notes Â $ 67.3 Capped Calls | Long | Class A common stock Â Â Debt Instrument [Line Items] Â Â Strike price (in dollars per share) $ 37.43 Â Capped call, initial cap price (in dollars per share) $ 57.58 Â X - DefinitionAdjustments To Additional Paid In Capital, Purchases Of Capped Calls Related To Convertible Debt + ReferencesNo definition available. + Details Name: cloud_AdjustmentsToAdditionalPaidInCapitalPurchasesOfCappedCallsRelatedToConvertibleDebt Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionCapped Call, Initial Cap Price + ReferencesNo definition available. + Details Name: cloud_CappedCallInitialCapPrice Namespace Prefix: cloud_ Data Type: dtr-types1:perShareItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10:

http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionExercise or strike price stated in the contract for options indexed to the issuer's equity shares. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(1) -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481648/480-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (a)(2) -SubTopic 40 -Topic 815 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-5 + Details Name: us-gaap_OptionIndexedToIssuersEquityStrikePrice1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_DebtInstrumentAxis=cloud_SeniorConvertibleNotesDue2025Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_ConvertibleDebtMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DerivativeInstrumentRiskAxis=cloud_CappedCallsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PositionAxis=us-gaap_LongMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 64 R53.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Financing Arrangements - Net Carrying Amount of Notes (Details) - 2026 Notes - Convertible Debt - USD ($) $ in Thousands Jun. 30, 2024 Dec. 31, 2023 Debt Instrument [Line Items] Â Â Principal $ 1,293,750 $ 1,293,750 Unamortized debt issuance costs (8,408) (10,388) Carrying amount, net $ 1,285,342 $ 1,283,362 X - DefinitionAmount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_DebtInstrumentCarryingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_LongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe remaining balance of debt issuance expenses that were capitalized and are being amortized against income over the lives of the respective bond issues. This does not include the amounts capitalized as part of the cost of the utility plant or asset. + ReferencesNo definition available. + Details Name: us-gaap_UnamortizedDebtIssuanceExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_DebtInstrumentAxis=cloud_SeniorConvertibleNotesDue2026Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_ConvertibleDebtMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 65 R54.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Financing Arrangements - Interest Components (Details) - Convertible Debt - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 2026 Notes Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Coupon interest expense $ 0 $ 0 $ 0 $ 0 Amortization of debt issuance costs 990 991 1,980 1,981 Total 990 991 1,980 1,981 2025 Notes Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Coupon interest expense 0 168 0 465 Amortization of debt issuance costs 0 316 0 489 Total $ 0 $ 484 $ 0 $ 954 X - DefinitionAmount of amortization expense attributable to debt issuance costs. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3 + Details Name: us-gaap_AmortizationOfFinancingCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50

-Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionInterest and debt related expenses associated with nonoperating financing activities of the entity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_InterestAndDebtExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of the cost of borrowed funds accounted for as interest expense for debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap_InterestExpenseDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_ConvertibleDebtMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=cloud_SeniorConvertibleNotesDue2026Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=cloud_SeniorConvertibleNotesDue2025Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 66 R55.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Financing Arrangements - Revolving Credit Facility (Details) - Line of Credit $ in Millions 1 Months Ended May 31, 2024 USD ($) Minimum | Secured Overnight Financing Rate (SOFR) | Variable Rate Component One Â Debt Instrument [Line Items] Â Basis spread on variable rate 0.75% Minimum | Secured Overnight Financing Rate (SOFR) | Variable Rate Component Two Â Debt Instrument [Line Items] Â Basis spread on variable rate 1.75% Maximum | Secured Overnight Financing Rate (SOFR) | Variable Rate Component One Â Debt Instrument [Line Items] Â Basis spread on variable rate 1.50% Maximum | Secured Overnight Financing Rate (SOFR) | Variable Rate Component Two Â Debt Instrument [Line Items] Â Basis spread on variable rate 2.50% Revolving Credit Facility Â Debt Instrument [Line Items] Â Maximum borrowing capacity $ 400.0 Increase limit $ 150.0 Percent of unrestricted cash and available borrowings to principal outstanding, maximum 125.00% Repayment acceleration period 91 days Revolving Credit Facility | Federal Funds Rate Â Debt Instrument [Line Items] Â Basis spread on variable rate 0.50% Revolving Credit Facility | Secured Overnight Financing Rate (SOFR) Â Debt Instrument [Line Items] Â Basis spread on variable rate 1.00% Revolving Credit Facility | Minimum Â Debt Instrument [Line Items] Â Commitment fee 0.25% Revolving Credit Facility | Maximum Â Debt Instrument [Line Items] Â Commitment fee 0.40% Letter of Credit Â Debt Instrument [Line Items] Â Maximum borrowing capacity $ 30.0 Bridge Loan Â Debt Instrument [Line Items] Â Maximum borrowing capacity $ 30.0 X - DefinitionDebt Instrument, Covenant, Percent Of Unrestricted Cash and Available Borrowings To Principal Outstanding, Maximum + ReferencesNo definition available. + Details Name: cloud_DebtInstrumentCovenantPercentOfUnrestrictedCashAndAvailableBorrowingsToPrincipalOutstandingMaximum Namespace Prefix: cloud_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionDebt Instrument, Covenant, Repayment Acceleration Period + ReferencesNo definition available. + Details Name: cloud_DebtInstrumentCovenantRepaymentAccelerationPeriod Namespace Prefix: cloud_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionLine of credit facility, accordion feature, increase limit, subject to certain conditions by obtaining additional commitments from existing and/or new lenders. + ReferencesNo definition available. + Details Name: cloud_LineofCreditFacilityAccordionFeatureIncreaseLimit Namespace Prefix: cloud_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPercentage points added to the reference rate to compute the variable rate on the debt instrument. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentBasisSpreadOnVariableRate1 Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionMaximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe fee, expressed as a percentage of the line of credit facility, for available but unused credit capacity under the credit facility. + ReferencesNo definition available. + Details Name: us-gaap_LineOfCreditFacilityUnusedCapacityCommitmentFeePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_LineOfCreditMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VariableRateAxis=us-gaap_SecuredOvernightFinancingRateSofrMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: cloud_VariableRateComponentAxis=cloud_VariableRateComponentOneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: cloud_VariableRateComponentAxis=cloud_VariableRateComponentTwoMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=us-gaap_RevolvingCreditFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VariableRateAxis=us-gaap_FederalFundsEffectiveSwapRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=us-gaap_LetterOfCreditMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=us-gaap_BridgeLoanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 67 R56.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Common Stock - Narratives (Details) Jun. 30, 2024 vote Class A common stock Â Class of Stock [Line Items] Â Common stock, number of votes per share 1 Class B common stock Â Class of Stock [Line Items] Â Common stock, number of votes per share 10 X - DefinitionCommon Stock, Voting Rights, Number Of Votes For Each Share + ReferencesNo definition available. + Details Name: cloud_CommonStockVotingRightsNumberOfVotesForEachShare Namespace Prefix: cloud_ Data Type: xbrli:integerItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 2: http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 272 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483014/272-10-45-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 272 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482987/272-10-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 7:

http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_ClassOfStockLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 68 R57.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Common Stock - Common Stock Reserved for Future Issuance (Details) - shares shares in Thousands Jun. 30, 2024 Dec. 31, 2023 Class of Stock [Line Items] Â Â Shares of common stock reserved (in shares) 120,260 104,014 Equity Incentive Plan, 2019 Â Â Class of Stock [Line Items] Â Â Shares of common stock reserved (in shares) 72,112 56,442 Stock options issued and outstanding Â Â Class of Stock [Line Items] Â Â Shares of common stock reserved (in shares) 9,977 12,523 Outstanding and unsettled RSUs and PSUs Â Â Class of Stock [Line Items] Â Â Shares of common stock reserved (in shares) 10,815 10,894 Shares available for issuance under the Employee Stock Purchase Plan (ESPP) Â Â Class of Stock [Line Items] Â Â Shares of common stock reserved (in shares) 17,045 13,844 Convertible Debt | 2026 Notes Â Â Class of Stock [Line Items] Â Â Shares of common stock reserved (in shares) 10,311 10,311 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 2: http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 272 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483014/272-10-45-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 272 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482987/272-10-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_ClassOfStockLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAggregate number of common shares reserved for future issuance. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockCapitalSharesReservedForFutureIssuance Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - Details Name: us-gaap_PlanNameAxis=cloud_EquityIncentivePlan2019Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=cloud_RestrictedStockUnitsAndPerformanceStockUnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_ConvertibleDebtMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=cloud_SeniorConvertibleNotesDue2026Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 69 R58.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Stock-based Compensation - Narrative (Details) $ in Thousands 3 Months Ended 6 Months Ended 12 Months Ended May 01, 2023 USD ($) tranche Jun. 30, 2024 USD ($) shares Jun. 30, 2023 USD ($) Jun. 30, 2024 USD ($) tranche shares Jun. 30, 2023 USD ($) shares Dec. 31, 2022 Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Â Â Stock options outstanding, beginning balance (in shares) | shares Â 4,000,000.0 Â 4,000,000.0 Â Â Stock-based compensation Â $ 88,812 $ 70,426 $ 161,364 $ 129,535 Â Stock-based compensation expense Â 85,991 68,392 155,714 125,793 Â Other Performance Awards Â Â Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Â Â Stock-based compensation expense Â 9,900 7,400 12,500 14,300 Â Options unrecognized stock-based compensation expense Â 138,700 Â $ 138,700 Â Â Weighted-average remaining vesting period Â Â Â 4 years 1 month 6 days Â Â Other Performance Awards | Tranche Two Â Â Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Â Â Number of tranches for which milestones were achieved | tranche Â Â Â 2 Â Â Options vesting during period (in shares) | shares Â Â Â 418,250 Â Â Other Performance Awards | Class A common stock Â Â Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Â Â Expiration period Â Â Â 10 years Â Â Number of separate tranches | tranche 9 Â Â Â Â Â Â Stock-based compensation $ 25,800 Â Â Â Â Â Â Outstanding and unsettled RSUs and PSUs Â Â Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Â Â Stock-based compensation expense Â 74,400 $ 55,200 $ 138,300 $ 99,500 Â Weighted-average remaining vesting period Â Â Â 2 years 10 months 24 days Â Â Unrecognized stock-based compensation expense Â 704,700 Â $ 704,700 Â Â Shares issuable pursuant to the ESPP | 2019 Employee Stock Purchase Plan Â Â Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Â Â Weighted-average remaining vesting period Â Â Â 4 months 24 days Â Â Unrecognized stock-based compensation expense Â $ 2,700 Â $ 2,700 Â Â Shares issuable pursuant to the ESPP | Class A common stock | 2019 Employee Stock Purchase Plan Â Â Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Â Â Number of shares repurchased (in shares) | shares Â Â Â 173,702 248,738 Â Executive Officer | Stock Options With Market Conditions Â Â Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Â Â Expiration period Â Â Â Â Â 10 years Executive Officer | Other Performance Awards Â Â Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Â Â Expiration period Â Â Â Â Â 10 years Other Key Employees | Stock Options With Market Conditions Â Â Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Â Â Expiration period Â Â Â Â Â 10 years Other Key Employees | Other Performance Awards Â Â Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Â Â Expiration period Â Â Â Â Â 10 years X - DefinitionNumber Of Separate Tranches + ReferencesNo definition available. + Details Name: cloud_NumberOfSeparateTranches Namespace Prefix: cloud_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionShare Based Compensation Arrangement By Share Based Payment Award, Number Of Trances For Which Milestones Were Achieved + ReferencesNo definition available. + Details Name: cloud_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfTrancesForWhichMilestonesWereAchieved Namespace Prefix: cloud_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-13Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-12 + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionWeighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAmount of cost to be recognized for nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cost to be recognized for option under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -

SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares issued under share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesIssuedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionPeriod from grant date that an equity-based award expires, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardExpirationPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionNumber of options vested. + ReferencesNo definition available. + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedNumberOfShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=cloud_OtherPerformanceAwardsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=us-gaap_ShareBasedCompensationAwardTrancheTwoMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=cloud_RestrictedStockUnitsAndPerformanceStockUnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=cloud_TwoThousandAndNineteenEmployeeStockPurchasePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_TitleOfIndividualAxis=srt_ExecutiveOfficerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=cloud_StockOptionsWithMarketConditionsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_TitleOfIndividualAxis=cloud_OtherKeyEmployeesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 70 R59.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Stock-based Compensation - 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 Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Total stock-based compensation expense $ 85,991 $ 68,392 $ 155,714 $ 125,793 Cost of revenue Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Total stock-based compensation expense 2,879 2,047 5,382 3,730 Sales and marketing Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Total stock-based compensation expense 23,801 20,014 43,978 34,834 Research and development Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Total stock-based compensation expense 35,268 34,651 60,984 62,388 General and administrative Â Â Â Â Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Â Â Â Â Total stock-based compensation expense $ 24,043 $ 11,680 $ 45,370 $ 24,841 X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_CostOfSalesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_SellingAndMarketingExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 71 R60.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Net Loss per Share Attributable to Common Stockholders - Computation of Basic and Diluted Earnings per Share Attributable to Common Stockholders (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items] Â Â Â Â Net loss attributable to common stockholders $ (15,078) $ (94,467) $ (50,621) $ (132,549) Weighted-average shares used in computing net loss per share attributable to common stockholders, basic (in shares) 340,648 332,297 339,617 331,448 Weighted-average shares used in computing net loss per share attributable to common stockholders, diluted (in shares) 340,648 332,297 339,617 331,448 Net loss per share attributable to common stockholders, basic (in dollars per share) $ (0.04) $ (0.28) $ (0.15) $ (0.40) Net loss per share attributable to common stockholders, diluted (in dollars per share) $ (0.04) $ (0.28) $ (0.15) $ (0.40) Class A | Common stock Â Â Â Â Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items] Â Â Â Â Net loss attributable to common stockholders $ (13,375) $ (82,620) $ (44,833) $ (115,760) Weighted-average shares used in computing net loss per share attributable to common stockholders, basic (in shares) 302,171 290,623 300,786 289,466 Weighted-average shares used in computing net loss per share attributable to common stockholders, diluted (in shares) 302,171 290,623 300,786 289,466 Net loss per share attributable to common stockholders, basic (in dollars per share) $ (0.04) $ (0.28) $ (0.15) $ (0.40) Net loss per share attributable to common stockholders, diluted (in dollars per share) $ (0.04) $ (0.28) $ (0.15) $ (0.40) Class B | Common stock Â Â Â Â Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items] Â Â Â Â Net loss attributable to common stockholders $ (1,703) $ (11,847) $ (5,788) $ (16,789) Weighted-average shares used in computing net loss per share attributable to common stockholders, basic (in shares) 38,477 41,674 38,831 41,982 Weighted-average shares used in computing net loss per share attributable to common stockholders, diluted (in shares) 38,477 41,674 38,831 41,982 Net loss per share attributable to common stockholders, basic (in dollars per share) $ (0.04) $ (0.28) $ (0.15) $ (0.40) Net loss per share attributable to common stockholders, diluted (in dollars per share) $ (0.04) $ (0.28) $ (0.15) $ (0.40) X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap_EarningsPerShareBasicLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -

Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 72 R61.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Net Loss per Share Attributable to Common Stockholders - Potential Shares of Common Stock Excluded from Computation of Basic and Diluted Net Loss per Share Attributable to Common Stockholders (Details) - shares shares in Thousands 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Potential shares of common stock excluded from computation of diluted net loss per share attributable to common stockholders (in shares) 27,498 33,593 2025 Notes Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Potential shares of common stock excluded from computation of diluted net loss per share attributable to common stockholders (in shares) 0 1,012 2026 Notes Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Potential shares of common stock excluded from computation of diluted net loss per share attributable to common stockholders (in shares) 6,762 6,762 Shares subject to repurchase Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Potential shares of common stock excluded from computation of diluted net loss per share attributable to common stockholders (in shares) 0 319 Unexercised stock options Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Potential shares of common stock excluded from computation of diluted net loss per share attributable to common stockholders (in shares) 9,977 13,952 Unvested restricted stock and RSUs Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Potential shares of common stock excluded from computation of diluted net loss per share attributable to common stockholders (in shares) 10,590 11,320 Shares issuable pursuant to the ESPP Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Potential shares of common stock excluded from computation of diluted net loss per share attributable to common stockholders (in shares) 169 228 X - DefinitionSecurities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=cloud_SeniorConvertibleNotesDue2025Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=cloud_SeniorConvertibleNotesDue2026Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=cloud_ShareBasedPaymentArrangementSharesSubjectToRepurchaseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=cloud_RestrictedStockAwardAndRestrictedStockUnitRSUsAwardMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_EmployeeStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 73 R62.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Income Taxes (Details) - USD ($) $ in Thousands 3 Months Ended 6 Months Ended Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023 Income Tax Disclosure [Abstract] Â Â Â Â Provision for Income tax expense $ 1,146 $ 1,465 $ 3,415 $ 2,779 X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -

Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 74 R63.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Business Combinations (Details) - USD ($) $ in Thousands 1 Months Ended May 31, 2024 Jun. 30, 2024 Dec. 31, 2023 Business Acquisition [Line Items] Â Â Â Goodwill Â $ 156,162 $ 148,047 BastionZero Â Â Â Business Acquisition [Line Items] Â Â Â Consideration transferred $ 13,100 Â Â Cash paid for acquisitions 11,300 Â Â Cash acquired 0 Â Â Cash holdback $ 1,600 Â Â Contingent consideration, liability, period 18 months Â Â Transaction-related costs $ 0 Â Â Goodwill 8,100 Â Â Intangible assets acquired 5,100 Â Â Other noncurrent liabilities acquired 200 Â Â Goodwill expected to be tax deductible $ 0 Â Â X - DefinitionBusiness Combination, Contingent Consideration, Liability, Period + ReferencesNo definition available. + Details Name: cloud_BusinessCombinationContingentConsiderationLiabilityPeriod Namespace Prefix: cloud_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-5 + Details Name: us-gaap_BusinessAcquisitionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of goodwill arising from a business combination that is expected to be deductible for tax purposes. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1 + Details Name: us-gaap_BusinessAcquisitionPurchasePriceAllocationGoodwillExpectedTaxDeductibleAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThis element represents acquisition-related costs incurred to effect a business combination which costs have been expensed during the period. Such costs include finder's fees; advisory, legal, accounting, valuation, and other professional or consulting fees; general administrative costs, including the costs of maintaining an internal acquisitions department; and may include costs of registering and issuing debt and equity securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 25 -Paragraph 23 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479405/805-10-25-23 + Details Name: us-gaap_BusinessCombinationAcquisitionRelatedCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of consideration transferred, consisting of acquisition-date fair value of assets transferred by the acquirer, liabilities incurred by the acquirer, and equity interest issued by the acquirer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 8 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 7 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-7 + Details Name: us-gaap_BusinessCombinationConsiderationTransferred1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of liability recognized arising from contingent consideration in a business combination. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479613/805-30-35-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 25 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479668/805-30-25-6 + Details Name: us-gaap_BusinessCombinationContingentConsiderationLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe amount of identifiable intangible assets recognized as of the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 55 -Paragraph 37 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479303/805-10-55-37Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntangibles Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of other liabilities due after one year or the normal operating cycle, if longer, assumed at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedNoncurrentLiabilitiesOther Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe cash inflow associated with the acquisition of business during the period (for example, cash that was held by the acquired business). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_CashAcquiredFromAcquisition Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe cash outflow associated with the acquisition of a business, net of the cash acquired from the purchase. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesNetOfCashAcquired Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_BusinessAcquisitionAxis=cloud_BastionZeroMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 75 R64.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Segment and Geographic Information - Narratives (Details) 6 Months Ended Jun. 30, 2024 segment Segment Reporting [Abstract] Â Number of operating segments 1 X - DefinitionNumber of operating segments. An operating segment is a component of an enterprise: (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same enterprise), (b) whose operating results are regularly reviewed by the enterprise's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-18 + Details Name: us-gaap_NumberOfOperatingSegments Namespace Prefix: us-gaap_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SegmentReportingAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 76 R65.htm IDEA: XBRL DOCUMENT v3.24.2.u1 Segment and Geographic Information - Property and Equipment, Net by Geographic Area (Details) - USD ($) $ in Thousands Jun. 30, 2024 Dec. 31, 2023 Segment Reporting Information [Line Items] Â Â Property and equipment, net $ 339,124 $ 322,813 United States Â Â Segment Reporting Information [Line Items] Â Â Property and equipment, net 188,315 191,853 Rest of the world Â Â Segment Reporting Information [Line Items] Â Â Property and equipment, net $ 150,809 $ 130,960 X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_SegmentReportingInformationLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: srt_StatementGeographicalAxis=country_US Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=us-gaap_NonUsMember Namespace Prefix: Data Type: na Balance Type: Period Type: EXCEL 77 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (/B" 5D'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*I#BV&5(C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " #X@@%93OYJ(^T K @ $0 &1O8U!R;W!S+V-O&ULS9+! M2L0P$(9? 17)O)TU%)'1S43PI""XHWD(RNQMLTI",M/OVIG6WB^@#>,S,GV^^ M@>E,E&9(^)R&B(D&PO=&AE M;6AO=&AE64Q+GAM;.U:6W/.!1^[Z_0>&?V;0O&-H&VM!-S:7;;M)F$[4X? MA1%8C6QY9)&$?[]'-A#+E@WMDDVZFSP$+.G[SD5'Y^@X>?/N+F+HAHB4\GA@ MV2_;UKNW+][@5S(D4P&:>O\, *I4Q>M5II ,,X?+&A T%116F]?(+3E'S/X%/F7/Z3H=,H%N,!M8('_.;Z? D3EJ(X53"Q,!J9S]6:\?1 MTDB @LE]E 6Z2?:CTQ4(,@T[.IU8SG9\]L3MGXS*VG0T;1K@X_%X.+;+THMP M' 3@4;N>PIWT;+^D00FTHVG09-CVVJZ1[JJ-4T_3]WW?ZYMHG J-6T_3:W?= MTXZ)QJW0> V^\4^'PZZ)QJO0=.MI)B?]KFNDZ19H0D;CZWH2%;7E0-,@ %AP M=M:,T@.67BGZ=90:V1V[W4%<\%CN.8D1_L;%!-9ITAF6-$9RG9 %#@ WQ-%, M4'RO0;:*X.*2TER0UL\IM5 :")K(@?5'@B'%W*_]]9>[R:0S>IU].LYKE']I MJP&G[;N;SY/\<^CDGZ>3UTU"SG"\+ GQ^R-;88C'(CN]WV6'WV3T=N(]>IP+,BUY1&)$6?R"VZ MY!$XM4D-,A,_")V&F&I0' *D"3&6H8;XM,:L$> 3?;>^",C?C8CWJV^:/5>A M6$G:A/@01AKBG'/F<]%L^P>E1M'V5;SC MFED)O816:I^JAS0^J!XR"@7QN1X^Y7IX"C>6QKQ0KH)[?_1VC?"J_B"P#E_ M+GW/I>^Y]#VATK\>WZV22$KYI9+2,6D$N!LT$DN/R+RO JQ GH9%LE" M0AMNZ5/U2I77Y:^Y*+@\6^3IKZ%T/BS/^3Q?Y[3-"S-#MW)+ZK:4OK4F.$KT ML@'37[]EUVY".E,%.70[@:0KX#;;J=W#HXGIB1N0K3 M4I!OP_GIQ7@:XCG9!+E]F%=MY]C1T?OGP5&PH^\\EAW'B/*B(>ZAAIC/PT.' M>7M?F&>5QE T%&ULK"0L1K=@N-?Q+!3@9& MH >#KU$"\E)58#%;Q@,KD*\\ M3(Q%Z'#GEUQ?X]&2X]NF9;5NKREW&6TB4CG":9@39ZO*WF6QP54=SU5;\K"^ M:CVT%4[/_EFMR\\,$4X6"Q)(8Y07IDJB\QE3ON>;G*YZ(G;ZEW?! M8/+] <,E'#^4[YU_T74.N?O;=X_INDSM(3)QYQ1$!=$4"(Y4U#VT%SU&\Z.9X!ZSAW.;>KC"1:S_6-8>^3+?.7#;.MX#7N83 M+$.D?L%]BHJ $:MBQKJO3_DEG#NT>_&! ()O\UMND]MW@#'S4JUJE9"L1/TL' M?!^2!F.,6_0T7X\48JVFL:W&VC$,>8!8\PRA9CC?AT6:&C/5BZPYC0IO0=5 MY3_;U UH]@TT')$%7C&9MC:CY$X*/-S^[PVPPL2.X>V+OP%02P,$% @ M^((!6>5]GSLV!@ J", !@ !X;"]W;W)K(9ATW:M+M9;YRVL^WT@P*RS2P@5Q)V\N][M!#8XJ9 9&K[8W,Z+7ND('@E=[+CX*M>,*?041XF\[*R5VKSK]:2_9C&5YWS# M$CBSY"*F"G;%JBH1*$,4MDR!,DV/*R,W/? M>62D [(K?@_93AYM(VWED?.O>N0GTK%XWTPE" .D_R?/NTKXBB 3"H"\#X OPIPJ^Y]@$D,YJ7+*/U MGBHZO1!\AX2^&M3T1E8W632X"1/=C LEX&P(<6KJ\2T3J(ODF@HF+WH*-/69 MGK^/O\KC<47\$'WDB5I+=)T$+'@9WX.R% 7"AP)=8:O@+VERCHASAK"#^X;R M>*?"HW/DCDWA+XI#BOHAF1ZIT'O/_12R5J';)\S.O? ^^@!7H5O%8OFWJJE^X?G#3,Y MM8>[3O>SR9(UJJ&E06%I4,_2YY0*Q43TC.[9A@MELF>74B(U58IGC6IH;UC8 M&]:S-V#,;&LRL5';&R)UKC&_H<%3Y'-3-34'BG9-VRNAWM6DL: M26- #6L,:&AP7!L?60ETG*E3/Z":,&+I+XTD7U_$["P)0EV>'#91!PJ?$ MW*YV2==QT0/?)9+!XQM. -T9C5M5FAHOT!'TJ?&^VV@4)NR4*NG69>VRTZ\5SP;9CXYH:V:WHSH]$V ,DM"&RTU08: MN24;N7:@^ 3FA#!=K2R SY=N&F M55 "E&LG'\#>($Q6:/$P'6@.38FNG_PU35:L M$@Q/"-U]61C9R![6U%_)1K@6&WFI$'KPDH]8LG:$ETEJG'\YH?C%.&OCV:.: M^BR9"-

=BHML$1MCY3)T>A=*#<:-/NV*5SS80")<(A&LAD!ZE ;[#(1)L@EC8[;H"!<4A"N14&+F$81NDHEG);FO+7K5 ZZ[7%- M_97P@VO!SW7,Q$IWS)] 0:WU"V)#$W/3V@6KC;;!/KAD'VQ'ET-
#KADTI,V> M7:;;7AL,A$L&PG9\F<4P=LIFB&XBNC(::S@K9(]K:JR$'UQK8L@#:P(H[S8) MV!/ZE9G;[M3\D./V1R-"C)!G#V[]LR0<; >48H;O!L:#&F?S"8@>4 ^L<6[3-2I^0 MZW9=W"6NT6@;S$-
*YB%V0CF,)?Q\+""U6,)H\(V096^Z#0 B1Y_'VO@^]K8? MR-H (E("$:D%1"]'D(OL'/4V==#KC;(U/3G^^V4.&0X M&@SU!X"MR61)1<0.,7EN7YW.[3=BFKVC-@)B(E(1$ABWD]AMAS[X&VH H4D(4
ML3/0 \GM-Z?O;8P>,G@56KWCM9:(;//EHA(2-PT4?FRB.)HL0QE MEBV^Z)67YVM8/E(]!) H8DL(=CA;7+-Y.)R1>RS,QKO9050'.OZS*S<%L_3,RREMF\6S6$Q08$ MT:3,5#6:GC6O7=?3,
[VRA:KD=4W,JBRS^N<[6>C'\Q$=_7KABWI86/?"9'JV MS![DC;1?E]O?WG_LPD>@KG+C)SI MXC\UMXOS43(B'R"42^"Y_MPF>-/SX4_JJN965)9HRTY@T6S\:! MP!VX4_;&++-A.Y.P@5KZ+E?
N\3V>961#8-9*[M"_E]I=99 <&CN[AQ%36N7"M83VD8I5%\-EGOQ],W2Z(D$CNK Z!B!U1X@5ZL M,U5D=X4<0YL:&P!)C,Q7M;)*HF W[L)]L%$0"!YTT")V(>!- AQON,;;^O'F MN5Y!'J&MY1*2"LA?
D4I:#&K8@\#"@%'>0$J8B81%"0XTV@&- !6@*UM#X]R6 M.X8OZJ>(I;2[[08$#03%T<4[+=$7W1=I;*UR*[<5:A:ZMF,KZQ(#&OF->U7&9J3N0/H%(C37.DM%W(&OKU?C?1!4"<]0#$5*>W
M[EN)&*H$QYWN<*=>W+?:9L5O0$S[.0M2'M"D ()O1}.$!W&,PZ1!RTC!D02# M2*GMSR:QKDTM03;8P1.U];8/A/.4,M'!B]DQENP=O4.\>PQ*O7C_TGK^J(H" M!4>1EA/1B'7!(78B"
<10,EM^HUY*@=X$":SA2*G*9M6#@MZTW?OAA+)^!= H MZK8HQ(PX$#OIRU+43]-?8;-SZRJ'D@A09^1V@FQL;X?KXSTE.W6ZV$&:1)W M6P)FQY,PC 9PMZ1% _:QU*>]E[3*=[[JLR[U1C5S-
M6E2KJOM"41C0 A*"-[C M,DB MR%P#1&'V22^,DYX61LPB@0#:I/MC7Y^:NP2S;&D]OE.!+'H]F;$C"<\'$+; MTB+ST^*.7FJYEM4*+5S6YS8>!VG4K5S,3L11,-'?6RVS,9^9[XAA&; M[] []<@-
,:1I&L5L "=OZ8W[Z6VFRU)9-])MF,W)9:AG6>6 F;SX!"=PP_?) M2.3!E-<[KA()D1.X.@P RT_TS*1<%9D;B>;R7N4*;56\SZAC"N1 1-UG.[@EX\E0!^ M M^_(CSTWWL&(LU(BBP6B[WS*[+."J?
&E#$PMJ&Q]4 #[JB%S%B0\.D:.6".(7 MFLI\=[0R_6Z>NCVG\G88=*L0Q"D5@CBI0CB5M\06X4@_ KAB96Y];_ #23O M\A5BTR/;R=Y7Z.[W"_]D)8.J#$Q9J3N0/H%(C37.DM%W(&OKU?C?1!4"<]0#$5*>W
M[EN)&*H$QYWN<*=>W+?:9L5O0$S[.0M2'M"D ()O1}.$!W&,PZ1!RTC!D02# M2*GMSR:QKDTM03;8P1.U];8/A/.4,M'!B]DQENP=O4.\>PQ*O7C_TGK^J(H" M!4>1EA/1B'7!(78B"
<10,EM^HUY*@=X$":SA2*G*9M6#@MZTW?OAA+)^!= H MZK8HQ(PX$#OIRU+43]-?8;-SZRJ'D@A09^1V@FQL;X?KXSTE.W6ZV$&:1)W M6P)FQY,PC 9PMZ1% _:QU*>]E[3*=[[JLR[U1C5S-
M6E2KJOM"41C0 A*"-[C M,DB MR%P#1&'V22^,DYX61LPB@0#:I/MC7Y^:NP2S;&D]OE.!+'H]F;$C"<\'$+; MTB+ST^*.7FJYEM4*+5S6YS8>!VG4K5S,3L11,-'?6RVS,9^9[XAA&; M[] []<@-
,:1I&L5L "=OZ8W[Z6VFRU)9-])

N<7N!>!]ZKIZ^^J)*D_*MG523$.V[O1%!H96/[!"0 M) A)##@0$P[\$0RR)?MI3^(=6$2J'7-\TXDCE,-R1>U2P<$'Y M[8WL.I+E;8N$6;*U.2+!LH>]9GM^+UASA KDG&:#%2<=VG5ZPSNFA"/6\6;V M1K=#X^P;F$K>S>OCV:L[^'MZQ_M+OLY&7[?PF,,\22[HP>(B^\U+RU<'R@V[M%:81RH%3_^;*STJ2^W>..T3V#*:441Q7;)VP+S%-BB0JZI2M,S_-XRS*RX2M M4S_-DCPJDCCLOA\,^D?
$/LBV1;[>=<^LB'ZRKK9$-9TD21W51L;3"X2J/LKQ@ M:8EQFA11!HU^(RG2J"C+L'-E)6>WO)%;V>#.*$D+EM!=>1QE=1W&=1V5$/#C
MLH8]Q_&/=R*6A:%=USDAUFD;QNF2D>%U'=5WY89Y$9;'VPY^T0Y[)2UA:XZHX M#F[&591#R3@O<!7 M$593()4@5=*1(DNCO$C"SAK 6R=5V/EG<=4@K=-*)SG(1SJ)1:36
M2NLHH7@]"&.0HC'W51E2-=W0"L3F"8\?Y[E8X.5"Z"N>U)-PKTP_DU&TP&) M#L0Z F<)FF_VC/O06\:-F',Z?V;D0.\SR0&A@&ZIVR7[]DC7GTG2T9PJY_=- MEVW965K&RPQ/&7#QL?
^<)46]+,>E"*=M+_QKK7LBE1QMF]LQ,&W)!ELZ*16 M+=54\^=8/X\?1X8Y#W]HR4H16>/32IX:9EOW]330I.9V4]QM\^9"*4Y02TT MEP$6?!*\L#Q-D-;3O#0X> M8,J@&O*7UGBW)(96+3?
M:")SPAQ"MEN$VYOFK^P!B F-W%KAIGA.&#&BX\>N M=ZKCS5U\PQ4]EJ[AN-!Q:,[3M!RGQC1)6'%\+S^AR]>M/)\$RQ(=N^#ROMX#;" M(M6]ELV8G;]@4? *1^0?!]J,&9 M5SE8.
(MIA+=#7J4GU^;5ULK6IWQB#4:K$IO2>&AW&K"UGVMU.QB/D=-E_E'0 M]HN=)WA\,<9#J_\39_D.K#;^*@>ZV8$&@Q1EH=/S1YO&T'/8=V,%66F&U]" M/E'<60((),MXY,+ERW:,
<1./Q)7C)6/LBOI+DI.^K/_JYE/=0(E'QY)T9'W_MV11>*:2-NLV,WNE1)?@6Y+,\]>FSFGV>@CAW_B.<" 7A"U^JT^KTG7\5/F^? MCX&ULO5I9%-6K:J9&]%AEYNC?WDUDIY\27/"O>J
MM_9^\^+VUB5KE4O7-QM58.71V%QZ#.WJUFVLDBD?RK/;81Q/;W.IB][]2Y[[MQ=Z_-*7/=*%^L<*5>2[M[K7*S/95;]"K])[KU=K3Q.W]RXU%TZ805CV^ZCT,7KP>TW[>\)M66]?Y%L3)TIA/-/@Y?
=6+B2"5J<03 M!(F?)_5&91D! AF?*YB]!B4=['7T-\R[^!E*9UZ8[*_Z=2O7_7F/9&J1UEF M_KW9_E%5_$P(7F(RQW_%-NP=C7LB*9TW>748%.2Z"+_R2R6'SH%Y?.; L#HP M9+H#
(J;R)^GE_4MKML+2;D"C#V:53X,X79!2/GB+58US_OZMU%;\)K-2B7=* MNM[J2-R[E(<>P&G+;5(!>A$T #<\ FHIWIO!K) Y0I"K=/W\+HAK*AC5EKX<7 M ?ZI+/IB%$=B& _'%^"-
&DY'#&_T=4Y_TB()##'KQ-\?ELY;&,< 3O$<0(Y/ M@R2'>>$V,E&O>O (I^R3ZMT_^V$PC>\N$#QN"!Y?@O[OJ.8_ B1X_HGGM2-3 MQKE42"?
\6@GU)5G+8J7$QN1$84IZ.%B9I6*IX(V)@C.EXM&:7#B9*6$>A823 M.8= 8JS82)T*;P1$6[A'9844F99+G6F_$[I@%(!<)'HC,SJ0&^>%3))]DX1$, M3.E@Y?83@"'P\.X&]!X-15T0MX#[:#)$.EVL1 *H
M*V,!XX5X]L-\.)S>B3^K)Y6)GU^(OR[)7N02HM/%/IB2\ %@6,OT=7@^ GTM# M/RQ^QZQR *M8$0_0WAVB/8MW'QF!=CK7F;0UX$.A'--# MY 2 !F(@G4$W^W#9B B:=8G84^\A
Y%0FH&E&B;GH63&THS\VIIRM:[5G!AK MS=)82380!39*N#?4KF7&^X&PS#+AEX8XX/Q0?Y M?2S,D00;OERYV1A+'"]WX,-[<@PK"E-3R#(CTR7H[3&]*F!%">@4M16UAE:1 M>5)
??'K&H&GJTK*46EMY&],#]/?$1^#V1U.;]E'RWQ#(G*BI+U 6=GX.6T? M6#Y6K?ID !E* MT D)D=?9SW#$:N;K4:R1:#,2+PZFB!N%VC6QHBQ2MX>E=5%W8BN2K5_#E"O] M-
A;1\KK6RDJ;K'<(*8F$N&C#CHGB#6DK[\K6ZY!SQF_/4]<][7X"]VR D=BN M=7*"_8_]#WW$.E;83CB5E+;R%5Y9F2=E"Y8]E%$D^UL *5>6C7TC-\I&+'+X MS8:\!'O6]A^0"H0"S?+)=CJ\5\BYZR#
(N%W:-T%",KPVV$6)CB^9(\'&N-5Q<. M56#ICL((QMBC80RMYP?@'1^MH"#2\DAKJ!KQ.$-C7%6*.@;'_DRBHLIIK M$DU&HFKLZ9RP(J$I3>('"'6+5BG2D+34(,$;UOZ4YCSJ%)(%4+B1,HG
M23X0> 'V N%M)O(LB5!X!P9.Q(;@;2!(/DE(B>>0R[/.;NW2JRV"YDCT $6 M68_S$3(73#+CB17N DYON M1KQOR7UQ ."A$=/'5D"=STYM]H98>";SS9UXN$CH^Y8U/G,EIG&TF"WPP=H9
MWNU]-8N36;283/?61A'X.8N2=\<1![- MQ@O\BNOI(K[AB7BQ:(X>CL^%.S&(XM$TBJ+QK %P M///5."DFBV@P:=FZGHUN:"Z>S9NY@^&;@\ J%O-H&8]$"X0GIN>&'\]E-QZG
M!]$'T'D:#Z1SV,R*V%N/!#<_ &T7@4=]@ZG/F5SU<9_$S12O=@"F2EY>"!L(N8 M? 5@LRF03N;X)K17#>*P!D3#F+XGTV@QG?%LC;XVHDL^<>1"W^87W^1]C# M_)Q'-(OC:30?[N\;1Z-I?-
$CQC%9U)'-5]-G5L][Q&@PC":#6,P&SA^))+#&/8SDP,H]%X+*XGXS&[Q'# :NNXQ,',UUUB/H9]C,4 4!?3 M&QK&LV%S_F!XY V@*5I Y.T6GED,SHX[#C$!]#GL;\0>!\N,!^SIDSG4-^^Z MQ.',=
[G$=(;P BE>58BO&M1A=1X-8EHEG-,Q3];X:S-Z.$XI43?WBK5,Q=6H M*PO4$AE=7,F)F.C#W$0&8U#HFIV5$DJ^^Z@RL399NI3))RZ5<"<,%R#B MVT
'M)WJDNH&+1.D4*=#_4_Y;4F5F'*.BD.47GRV*GWD:F75BFSU^#YR6#Z< M]*[E9F/-%RK^2>I[!0-ACBCENC)9LTPZ-<]1+4&7'JXF2%NG$'U[ZGZ_#YEO M.@PZ$@7U%\"< _!+5I-
"E!O4$&3+5B*2RBOTS-=Z_1#IL MA81UBOKQ?-P?[=,^6BSZL^^G_*2+D28[1D0*%NQ<'>)9J/WY'E$TJ8LD*U/N MZ,!7DC(O@\>%K@9?Q=2:NM)/) V,57W9AO>E6& !%LYD.@W7$9G)
(D&^HB9M M3?)O@Z(O)OL\2?2P$R[^7T23?1QY9>L['$0O&PO=USK!ZW]_BJV_O*6*K@6A MP8GA@7'0C0?CC]WNB:#:$]=?;8+ZN*%*@-L= M*RO3O1HRI$BR8^3/52-2RJ70-0X_/!ST;J2EWBX3
7*FXB_&8W@MVU[ZDAZ] M;H(^V'P>RE6)V(KM@U"&)%4?J8[[W)N6*>#[(8D@Q#"O/LFEPW>626GJF72 MR>&4S-+F%41L2KA.\.,S,55$9]J2'<[K/#6;]L=UA*HZ$1>.[36ZVGXZ8#7M
MIY,=VHCQ=?QZK_%9M7F6NFD^']-;/1] W\^Q\CPQ94'IJZHL*D"@R%,3ACM2 MJ6SR?VA1T&3=MWD+F3Z6-O2KE4YL)&Z9=QX3 M)QI3G2;B24F)3BOO>5@HB8+R>K=]4Q[UP^N81,!#
M(9J;5&5]\3/ I%7\:[@^/N^B4\=#DZYEXS2G?X>AYQ 4RC)SACC8A0*.*#@; M<@S8[G34S:U$%LROO+JL"?\)EA2<>UO?RDVH:[]Y*A2%G48#A\)$;9A6BI,1X_IAWV'4_+ M]
[2#*7C:J;R_.3SV:WG;>MI'T5_R"3S$0SAJ>N9O9YI\$'L+;>+L]_(?!.VE7 M5+=DZA%'X_YLTA,VO-J'@3<;?BE?&N]-SI]K6(>RM 'KCP8N6PT(0?.O$_?_ M E!+ P04 " #X@@%9*;P>[*@& !V$P &0
'AL+W=O<.T)U>\Q4HE5<,,'M5BJE>*L])M:NIIZ/OIM&&BG5R_KMXK/$U' M+:5H>*N%;(GBU?GD,CB]BJV\$_A-\+7>&1/KR5S*/^S#3^7YQ+> >,T+8S4P M_+OCU[RNK2+ ^'/0.1E-
VHV[XXWV[YWO\&7.-+ ^6]-,OS238A):]85YL/ MU?=)*/:CJ,\YAZ4LIN;JJN1AD/ MYM9,DY.9-T-5U/7F#$]2S]],4)"&7G%7]0E)A_.5=*1B54X9R6J=V[<@[5O MEHISTO09US&T.\!NX?:6
R]Y:#GVXL.6J5O?F-'BT_.-Q%[P;/=^5\+P[V15 MV:AW+8C!,1^.8QLS-1[1R]WV'R(*MR?PU=P.MZ'LC43'C+A377%E[IW@VS\[ML;*%VF?@@S6^76NQ5J#^A39
@G!9A)6T"2?:Q>D>MK_E*WDE6FR1G89>_?J(MF5-R:RM':9?1X1L8M0V*B+92#!S2%:93G)R0*(OH+$CM"#;#/"\0"7FL(T%F8D3BA23(CUVPE#*O%9S@A6L-
5R^KO.HQR@\JL&93G(KJ8%!)ZBO@=BQ_DO#^"AZ)P$P;ZG@;_35+XT>@]M$(_\(&6YAK(7ML-_ M:++8:.@).$FW!S$ CK/C;>&F4^"T9T7J@6';*Z2R,B?93A>"",>,!-8M!WN
MUVMAEDX!*Y#D6FRN45<@.PS_PY7T"&[2EE,@AI;.#1.UMC5B; +M[+-.5! Q MDOPL#2>H-PRQ"\D"DZ5-J=)1>'^%PT,UWM;T>%OSL'L'+OP2JF>E-4>VC1Z6 MVQ@]\YP]7'N
5D'@)UP9VX7KLX[=]'#[V:R+[3H;ÜK^L__1\>,V4NKZX3A\T$Y)#"^6K:SEXA[<%:0TC@)+8C3P$SL1T0B,>^W>,Q!O MQ6M7MGHI5IH$ 4U]\(AFD=&HV@V<"5[PK<3$F;4=Y92&J69G8"N-
#K02[^> M=_&,!EEDO0/%YW80V';JDX^*E9RTK$$BT1D\"D#\&2"%3W@>TB1R/2\-G^UY MZD.Y-1[[-]RBR*G21J O!!'FR?Y#OTA:\H#<:#H-P*OUP+D S.R6SQ5E'1@ MW>&2R/N. :I]4/0.]A,A\/
*\!6JUME_!DF@!G<[#4 >A[:Y5_K[=_;\Y?WD M8#N9[9-S[F5?KYD1<7;\]'39?TO9BO=? MI-XQM1"M)C6OL!6W@F1"5/^5IW\P&UL[5AM;]LV$/XKA-MU#>#8EN2WI8F!)-NP#@T6-&WW
M8=@'6CI;1"E2):DX_O>[(R59SHO1#=@W?XDI\NZYY]YX <\WVGRU.8!C#X54 MJ]*T.U>>#8FA+ SSS2H47J2B7K/Q4:QS1QO#Q7G)UW '[G-Y:_!KV*)D
MH@!EA5;,P.JB=QF=74U(W@M\$;"QG34C3Y9:?Z6/]]E%;T2$0$+J"('CSSU< M@Y0$A#2^U9B]UB0I=M<-^J_>=_1ER2U<:_FGR%QC*T9OW6 8K7DGW46]^@]H? M3S#5TOJ_;!-
D(Q1.*^MT42LC@T*H\,L?ZCAT%.:C%Q3B6B'VO(,AS_)G[OCB MW.@-,R2-:+3PKGIM)"<4)>7.&3P5J.<6'P!=LN=#AUBT,TQKO:N@%[^@-V4W M6KGPD4/"]Z"N8?>XLVK:#IZ=X#@N"4X/H1^(/('
M]9YG57O[*0=VK8N2J^V/EDG:9*4V;J6ET"S5V$O66:97V$]<,K"..V!<97AV M*G7*0Z>L#0 V'DH*Q1QB?E";"0<;N2-QZ>:$<&.7EN93;@3=?!96!D5"IK++V M$V\1M+X2*3#O@\?
*^3WITA4BU+JFC?"%9UJ5S&DV&T1L"]S8 ;L&XU*4SI"; M;;'1O;!?$BN+A]PQ)(=I<;NX$!@\.$"[R6L"$5\2218;MT?/(IG-T:US>^A M/A_$#?5+*6O:C].$437 4LFM%2M?N!L>:(4()!:PVN#7Q25-
3*9P>A@L546XLY#Y$L%:R3R03V316*I1*+(;0*Z"+R5T]:A>;8XM=4I9[IY0:5,P MG8^%ET//B^ Y/.,YB71WDA!7I1U>\(@NN,2*\;'?4^SOE7/._9Z,A[,<#I(M2:5)!>;=K50F;*HK1&SQOP*L-]1((>NS
M32[2?,>R+2-]L(R67')%#4]#*A0QQNR)Y0W2;XVQ);@-@$+/Y;8;KO UW=T; M'.^K>X1:0Z?[* ;C0=*VW4M!W/BA#=EI [%KY0:F$^LWK^9Q-'OW3$-ML!DH
M!=Z>Y_8L>I.,9NC&J6QHU@(Q*#6DXF]T%+CGLH+&_"-S3&)5"BFl M?ISJQZE^G.K__U0?=EY,"C!K_RY$LP#S&!Y/VMWVZ>DRO+CLQ.,[U0TW:Z'H
MPE^AZF@PPT%OPEM0^'"Z].\O2^V<+OPR!XY]2@)XOM+:-1]DH'V06_P#4$L# M!!0 (/B" 5D\W^[_.Q "Z 9 >&PO=V]R:W-H965TCR MHB5(..^ZO[W<.0!"D),?V-
NU.IR\I6(YW[#X2JIS51A=%])2ZU+?C7JKLHP 8V?',P3OR6]&%ZWT+]GVD'+2AKUMLS^JM-Z^^ID>2)2 MM99-5G\L;W^G'#US@I>4F>&_XM:NG2Q.1-*8NLS=R\ @UX7]+[\X/@0O+$='
M7IBX%R:,M]V(L7PG:_GZ957>BHI6 QI=,*G\-I#3!0GE4UWAJ<9[]>OO=2&+ M1!<;<5U5LM@H,+PV+R[]P*85%XF#\\;"F1R!'FY2F!Q;!44AS>-22:U'K MMA02BXREJBF,2J!=J2A7F09+&+
[#LF4C;7<+6##CFC2Q]"P?SUG=+R, RI0Q M0LDJT\ =$!7$ET:X:BG"#^R86-;2+X)+N&Q*W"F P^J.]ZU5E7LDWL,\"]XV MA'_/Z-$6\S"69>L]#Q
M%IQJ\/8@:^0[6@T.JBV0[YWO+H$*$,F/S7Z1F;@#?3S"%X :+53[]"7S0D MK;([;'P A# H$ZA3I9RNFYU*%]1# M:,J&;5E36$O**F6MO=7U=E_B?6'N\3J7=Q!-IT>6V= PH,Y:CCBK>600'G)$2ZTJV'-
ULNP#;OG M%J%'.2N6'N-_@'4Y1 H_P&[&[7LKC>!PPTRZ6G]^P'>E3>)W^)DZY:+"OO]V MS&:-[K-Y>M[J/,V*4#@BE&YFS7T1,,^XG>]MN4_=4+4K&SV?G7'3B< M-
OA(Y%M7'H.2PG.RYQR0FYBDTBO%&L)RD97<5'*'=%NN$.UMHI(C\PF4LC4* M10FY0#JM?#H=BX]JK9@IQ#^Q\.R!@I:9MJG!VN:/4#0@4KOL$1A\ %SQ_GTD
MWN.F6.Y+_[HHR,@^LJ80@ZE^$N/1LS^PH*S%&$A2W%%.8!%\![;F*R U'3.2 M4UZ[;BKV-+JP]2=[]F*@[[':+6&M /26@L%G)+Q&)C;_0DX+P@I7!_HH6:[! M W8^^]$^5#G%:0HQ'UR"-
MVP(CPKU*:L-7,JL3LG'(:L-M0A EU2%>!HSBTJ M"0(8BN> W;HPM:X;AL,IJZH@\5H3I9\0;+VLY70A" ?07FC?U0/SD4>9L6] MC*5%O\.A][-UN/ : M[%ZWH>81Y6YDMVAK/6C-G;0%8ZZ?
2983+)7,$ Y#5L8&;U_3962K@)@$2E^[%Y M5*DXN8P7X^7B6]2*WZM2);T3?^SM>*P.Q#4,J- D<+6P/6Z=K4- MY59!..U%P"Z%65?.()3VQ-CV=24\7!N)??=,.OMOHW&XEV8B' -J
5_:>%W8G]JMN+,5T(DM:JQ M^0>;T+F-##U\%_&E!W%0LW_]^5DO'AQ1+\9Y19\/8D!.'0]KN29-<*.:,OK M83X132?CL$UV;8.':;*ZS_0NO-BVF_I2@\Y&FRTK-3(QJ7%))ZTX+CS1;W6
MHFZ%G6I*X%C?5ZJ^1;C+.B!1X,/F&A_U,BU7.J.0"]A+!SY(6SWIM4,>Y MUNT]B]L\9F"U+I5XI%><] T4&-29E[IH_K0X"\#1_,8#VF%[5TP*8G5&+OO MH$E@(Q=Q?H5TL)4).TG?S+'-
BJ]ZY]#)Z60=GB3TR1L%FO&H7*$5C%5S:OSM M=YFL=H(NQ!]E/.1[F.A1M\P[XOLL]F+]BWHPR_TX?Y.IXX]*P][M=HANR+UC\:&I:$7=^)AL1^DO-'!"B;NL5;8,,VV,UG&\ZOQ-SF4\H4&gJ^A
MK /Q_%R@1HNL%.W->Y8$$[2A:E\FO*+]\GS__OD;^R3/].YK>L[A4@,JK,V ML[?H:A.6>VT;Y.?W8^??MA_;X2B>V) -^R_NR,[*/A_"0W9^: A^Q J>PW9 MT_DBGB^_20=V_I
.+%M9J\F]]8,H0QZ"JR;I(N\A%3U0!4;#!T$DC]I#Z3UO M/Q?[%7/-_O%5\N_M\K?F*O>#[H%9,D:%K)^W\;5@[-.K"N2N/&!\SS
M06=L'YLS/BDL&P/%@%_[X$/7J>#IK6@Q'_6N_WQ_4BC.EM%LM#P79^-1-%WB MXFT?:SMXQ1"7\V@ZF[CK:32]G-@6B!]]]*D!;"@P$M?(M'C.RS<+M\QX[>0U8,)_!3F_*
[(;4Z"V7TXR@=YY%'JY%EE.M>N5]7K1]](G?$Q2NNBPJ0Y M0\|R'J665H2'^R 8LDN:'Q4KI ELIIZ>!M5(,?/@AD/Q>!E2%$&:8:=+TW1$_&[MLHYM!] RX)U8*]6&CQ32HCDRWK=CRG$\0Q'0\"^MX?
G943R9?T?;C>+9R)ZL MT2E<'L%6=VX:RQ\I#0\K*,F3Y\I9#)RHP07,[%XX_4F8.,!2T-&SH.@K7>) MVI[Y<*NR&^51FJ+JON%JAT3,\S4,WW>%J^Y.E3>1UCBUJQ5RJ)>-Y17'UR[0X5.E6N?V:0G
M@*+/6?-]UYS:Y)_^]/U'"RIHY+?SA))HVW_!'74LIR@0G*W:>2[<>1R/1M]% MC(CD24&C'"X22EQ!(7@,RA6]JIB5D!H3IG:..:74OLPH6E\+2+V@9>UHF1(L[M6N@F^=P;
(6>LWG2G)BUEC[.!]RV]@-8><[LIK-X1MV4!56/.=75.EXV#E-7S MSIG' 9TGUC@<>3+/#?Q)8LCX2*R:NAOG)*SOG+PLDZ.G8-17!\OE< S@(=[4 MUC:="X1GW8!A$ENYTJT-KJX)V*7MJ(3;?
L6^GX%JD=\W[@L:"7KE>JTY)[^Q M)U4%A1H[E'FC4#K4)NSF=M6$?^P0;1O60>RCGI(+,SFTK#M?)^U$>0]GTRM5 M]G5G:*?!(>!#CNV']%NN//"PX^*+7?4!
+9.@U6,C(\F)!DIH1:O9I4VWQ@M. M.ZJH5/N6B++*Y5V^,V_I]V9 H:IWPQ =$#;I41MVP+K%/K0>5;$-(>'E&N#?! MV4UH]K?8+YKHZP@^7_N[G>T5EER?
A:>7]HL%WM+%=C>,XV8MUPT?;MKS3-8* M<$KY(V":.]UE,E&#W7D0FP+6T='T :H\TGH,/=WOOWGEZO.XWNKB.!>#*7XG M,A>%5N<'_5Q3D+57.K$=-;.U'M=[AC:%M"K56?
O1O#>RO8BU#KY-&6IN1!AW M_GY,N8* ![M'0 &0 'AL+W=OVB:727+MATX_4+M \ [ODZQ)NT,":KV]KY=#%9Y+Q\<724BH6I=3H,2^/QI JQUAF7<7Z4 MEM'HDA?5[NCT^/C94:VMGUR>\[T/\?
(\--E9;SY$E9JZUG'STKBPOIB<3+H; M'^U\D>G&T>7Y4L -)Y- 7WZ(N#KJI92V-C[9X%4TU<7DZN3%RR?T/K_P=VO6 M:?1;D26S$&[HXFUY,3DFA8PS128)&O]6YMHX1X*0QM=6YJ3?DA:.?W?
2W[#M ML&6FD[D.[A^VS(N+R?.)*DVE&Y<_AO6OIK7G*G$U4T*8>Z M70P-:NOEO[YM<1@M>'Y\SX+3=L$IZRT;L9:O=-:7YS&L5:2W(8U^L*F\&LI9
M3T[YE".>6JS+E]>AKFT&RCDI[4MU'7RV?FY\84TZ/\K8@EX*EIQ+T7 MV7]CKWIE4^%":J)1_[R:I1P1-/_:AX)L\F3_)I1(+])2%^9B@DQ))J[,Y/+' M'TZ>'?_R@ E/>A.>/"3]^UWV/XA3[X,_*+0OC-
,S9]2')A8+)($:K_]\X.NE M]AN%&R8F97T.R@4_/\!EK?RV%#V/QLA:T(K*6+_L!(=*S4,H11>"SA8F32&P M<$T)O10$]R\7&BC;O)FF"5()%T@D9ZDO.(%Y?A ,"7LWYSPZ9]ANV"O_XP_/3
MDY]_26KNPDP[Y4TF&CE4;]KWG.&-\';PK#$4'(L=;)D229E(="KX/V-AG] LB M>#G2P2=#&OD4G"UUQD5E/4"QV#9EW& IA^J*]T#@FS[PIR0'0;FF/SZ K MK0,,'GL@OM!WEI0 M2C;!4.OW;GOE?
0,C/IIEB%EA.1&M.CD^^OOI@HR\,K&Z(C8 J>H5Z8P]0PX MGYTP.&?J4/W-S/'2.YTY^-[$4*N,TL'F\O]1A%J$EEKJF#'T>*6C#4V"FTG" M,H;"&+(14"UT5G@*&%KU'P#V4+U%*)2E)13(6S:6O
GE4*TWJKJCDTZ(]P* MIVT-E>8HH"EO:RK;4N6EO9P1\PCS0/' :#?>"O;0X9VW**2$/DI'C/CO-FIF MG#4KTQHD<63)Y0J%G=W)4*.B9^.![RX2I/!Z89%>]Z%(E\'T?
%>2_!K6,"IR8B#OHIP!!V_:C)7D]F,QR-!R67 MMLC"1,#25OB'^Y5>A(,.QA]#"W7BAU\VM33D)I864 M[,PZ\!.M^FX\!L,AJ0VLD:7HRZ(X?BIIJ--"56BR@,Z8D751Q,8(T]X3Y38S MY" 0A!>>SGIL:-
'@?"0SW 2P9H2Y3L'C17!^O0I]

5__Y^YVHJ539:BI+^X"/ M&3;FH)R_Z BN[G#J"&5A-'5$6W678OOVY7_"/[M&P7,#RQ&'U%]AQ;:GC/5"IA3OKU ' R](B M%S(GA>VUFJ#LT1UA6&@76?.*ZM0G.Z2S)#!EJ_O6??.,9\K-#>R0@-!A+UO;81LE MJV,-_VUM[FBT4?]!(V'/.)W;C@-7&-E5)ZN#GKKNRJ((Y,BU*R9S^S:&&Z(M#PUOWZ0L9.\A)(.06472*ZBY$M8_5QUANEW_23.*K4IATZJLH"ECB!"%4[BK M\1%5)FSG=:3*QG*F8>I/J4^H_:=C1F8/J&V%)78RLQ@;D_W[>I.0QCXXVD M=!]$+-@#$%JWCE=*3E+MH%@B/ZR62PB3*3"6PB=I:)/9Q(^G*401Q8G@V*]L M=#","5*BV;N32M&%M;;JY9%@=IKK+;IAY,N]&PH]<;0556>*&7(S"0U1JANS MN@\C&S?:K*6A022._;()AUEW\#5!+ P04 " #X@@%9 MODAHLKD$ "1#0 &0 'AL+W=O\ V'.EM;]\571$'42WJT#9D,%-: M5\N 5[<<^<:1+*)1K4>3\?AX5$MELOE9'+MQ\S/;!JT,W3CAV[J6;G-)VJ[/ ML\-L._!1+:O Z/Y62.7=$OAKKEQ>!OU7@I5D_'*&N&H/,\N#D\O9[P^+OA+ MT=KO/ MFLK#V"[]<%^?9F &1ICRP!XF_%5V1UNP(,+YV/K,^)!ON/F^]_QZY M@\M">KJR^F]5A.H\.\E$0:5L=?AHUW]0Q^>(_>56^_@KUFGM=J))O/7!UITQ M$-3*I']YW^5AQ^!D_(3!I#.81-PI4$3Y3@8Y/W-V+1ROAC=^B%2C< IPYMR M&QQF%>S" -KDMB;Q2=3Z^QL%>.3QA=Y97R;KR1/6Q^*#-:'RXC=34/'8?@0D M/9S)%L[EY%F'?[9F**;C@9B,)[-G_$U[>M/H; _HB/?%.^5Q;WSH2_UPL?' 0 MQ+_[*">/L_T>N4A.?2-S.L]0!9[\[[B]OQ>FOQ MJ2*!UZ8-,NK?EB)@]'%VI6))H:*%2A8A6J2!0$[5HL&O+;Q0'AK'$*1'A5AL MA&P:O5%F&9V1#PJ5@1EI3"NUH+*D6&? L4CA,B6#%AJ0["/:@X'<\&]@CG+,U MZCIOG6- _.&=<1.KA# Z+SU _3S"L IOG*"2W*E#MV=(ZJ Z0${&(>!AY7X&W M-)N?X6JAM H;1K$%&UQV9IV-<%M!I$O0FK":;>S M6Z#::"26D\!Z#;14Y!\Q?,B"-#N;*>@>I[:/T'X\'!Z"H];Q$0D#!SU Z5 M=AE]J!R1J%,Y$Y>S0#%27XS1% _3 6+Z)NVR[L _'7PZG#T./AF>/ 3O8GOL MP)LCISR\@G/Y6H9KZ5$>T(A3>I/V'&N@G+4*565U$64?2Z73W)U1O.06FT9) MMGOP1)VC[$H5Y$(3XT&O,.)SZY0O5.Q.$(TM2X\FW"FND2XH%![10D/2]QNZ& MM\,8YV[X? BA64B>5":G17:7)$[3<&M-U/8;.UO>U1BM:9M^U[0] MRV97>Z^4VO3>'-]3L7@.TO@VO0]:MN8#,$YPY?[,C2(:[9'Z)IO<5OD+=+4 M6,X1VA-T#,6%*%NM M]S$4%79D062XZV&QP@VQ>#KWW'@!"CMUH5T:I4!@A9V)X!<,M+B@0Y9 5Q]_%!> LC=I#TC(VS,9G[M1;'O+C;:.N2;7Y);Q8\"G-IQNS/UH_[UQD:[9#\O3Q\H'Z98*>ZZIA.EX^,M1 M)ESZ $@OP3;QT@U5X0H?'RM\,Y'C!9@OK0W;%P[0?X7- P-02P,$% @ M^((!6?)^4" O!0 L0L !D !X;"JW;W)K&UL MG5;;;MPV$/T58F.D";#9FR\Q8GL!.[TE@(L@25.@11\H:K1B0Y$*27F]?]\S MI+27UG73ONQ*Y,SPS)R9(UZNG?\<:J(H[AMCP]6HCK%]-9T&55,CP\2U+9^)3 M.=_(B%>_FH;6DRR34V.FB]GL;-I(;4?+R]3VSB\O71>-MO3.B] UC?2;&S)N M?36:CX:%]WI51UZ8+B];N: (/%']NWWF\3;=12MV0#=I9X:FZ&EW/7]V!6=2./>97]Z45Z,9 R)#*G($B;\[>DW&<"# ^-+''&V/9,?]YR'Z M]REWY%+(0*^=^467L;X:G8]$297L3'SOUC]2G\\IQU/.A/0KUKWM;"14%Z)K M>F<@:+3-_ *^K\/7."QZAT7"G0]**+^542XOO5L+S]:(Q@\IU>0-<-HR*1^B MQZZ&7US>= $K(8C7KBFTE5RJ<#F-",T&4]6'NC<5BMCAY)-[Q-L_C%._X/^0Y%M/I'>R3> _DL>A?3^/_ ""-N9."'7\D[<:*6[E)K(Q%K(DM M6VDW&"\4T5,I#"'56D/(A B"]KM2H1:(FW>V0LWQ@#=01A:\FE+BG3(1X_& M%)I6']:^4XD&J10C:XV,K$5C@5\1791&M)U7-493*,#5)?E,%P(>8<)&+R- M,5B8B(\ ]:@+RYC9Y,40$Z9G^GE.+G?(BU)&>,E0BU9N($_9ZF@^GQP/!XV% M15MA54/I(GF- Y/'4*3<9L\TA\X[M3-E(=7G'&MRM@NUKK6J#TJM ^0P BG7 ME:O0M0@[.#IZ:W:IT?2I+C/=.HMMT\]R KX(X&5D8E+D"8&@T MGPGUY< <"CU[IUV'7->V)^N Q] 5?T!HV=Q5%4]5L3D S3CYOV^-O\1[^N1\ M,7]Y]6VH+?-B>SE?ZYBKLL=-3["7-LAD]<(3V@5-J1RS MF3KFT$6L";UE711;IKAZ:55;93K(&9^\(L#L-V4)(=:L!/Q%$72/+V1 ;Y>= MYUKS';'V1 ,=Q)HHH&BT5;0)#]*_9/.W&N^7TY-RGL)>G>X:(W0,(>0,&E7 M.G'*,A?&XNC\T';E7)GXYZR.9I/% _J;# <1Z5L:KS'FTNC):%-H"&5&5D--H+ M KXFE;B2+V3IJ.0>:#[-+ #XX;2NL P?QG@* # _@PK5$8 IEC%X7 M74SST/<_ VKP7J9;!B(I7D.?&@.TM=IKFI)69 [L9' M R^H? 3P]^FZ(FE"*=@_LDRZ3X1;AQ:13:NL_V<*Q@)XHD,O]4/9XKN1[@ %A3"=?RY2> 894%D=X'$Y*%O[G3O&M6 OG19 M#"@.0.4;U79U>Q^]SM>PG7F^S-Y*L _-,E3!=39Y>3H2/E\0\TMT;;J4%2[B MBI<>:]RIR;.]BL'LOH7/F'![2^ "5!+ P04 " #X@@%938]:3NP# #, M" &0 'AL+W=OT-8QWQ0JH@:;[> MO7OD\33=:'-K*V9'/YI:V5E4.=>>Q+$M*FZ$'>N6%=ZLM&F$PZ- 9Q[8U+,H0 MU-1QEB1'<2.DBN;38+LR\ZGN7"T57QFR7=,(LSWC6F]F41K=&Z[ENG+>$, ^G MK5CS#;MO[97!4[Q#*67#RDJMR/!J%IVF)V<'WC\X_"%Y8_?6Y"M9:GWK'SZ7 MLRCQA+CFPGD$@;\[7G!=>R#0^#Y@1KN4/G!_?8_ ^*=2.6I;"\D+7?\K25;-H M$E')*]'5[EIO?N.AGD./5^C:AE_:]+[Y841%9YUNAF P:*3J_\6/08>]@$GR M3$ V!&2!=Y\HL#P73LRGJH (>&^@^44H-42#G%1^4VZ_X34D=B14 M2; ^R7AO15K*@SZK?;P@WC1WR>. ^X&##/>LSL&!K-M\V);47!LPA]B=G<<31 \RH]2CZ\P/5@Q_7@)?3_N$'_%Y. ^5DP+ MW;1";=^\FF3I^P^6BDKRBG ?&!%$*[F0H3D;<D;0DG:7%Q\L1 M74$/6=ZG6ES"%!:?+L= KT-KWG&]'9'S^1"/1K_SG4_>,B% MVD(R5?!X7P,JA"6ER0[*P0- 7EK&TJ30)PU1Q7>***72GG%C63,OM0TV>TR ; M"(_V) 0E7!^VEZ6MA5*!# QKAC"HP*#(IM4*62TM_24:*VRKT_1%.Z;A]OV._2]DZU'&9%B ..R%X[1" M=4$;AQ;"9\$V;^P)X:K@W55!YUQPLT01>1HL.;\5"D7HSB*!?4??H!R8WWB^ MEEY3.IF,\O30KX[3T>0PAPC6^7/DI<2 P2ZGA\EHDAQ3BC3'1PE]U9 M RW/CT^7#F3%;TD@!N2NA0K+'U(:CY56&H(U&V<$S37X) M['[*081N>"R/=_N71..G+JUX;\(T;-9ACMJ>>C]L=M;=J#[M)]2#>S_G+X19 M2V5Q7E<(3<;O,1E- /SO[!Z?;,*^6VF'ZA66%SPTVW@'O5QK'<7CP"78?,/-_ M %!+ P04 " #X@@%9FQ[>!7X" *[!P &0 'AL+W=O<9K8'IGR45%E#;%"LM: ,DMJ"JQ[[HC7!*G"2VOH5(8MZHDC)8""";2;JB+B M:0HEWTP(8#? ?SG@/ (.@ P4L5P@X0OE0AZ@ V=SF;@N7 M$D626/ -$B9:LYF%K;Y%ZWI19M(]1)ZEVJ<2A;D':TE6H"P;XYE@%(JLY++ M1@ Z17>W*?IP\A&=(,K0SX(WDK!#@^&TOD_]? FKU?>* M$?2O(+!\P6M>P=!EMW3A,)WI;6-9DPPFCFY>$L0:G.3]_V D?AZ]]%N2I6]) M-G\CLKT["?L["8^Q)S_TD- 7,/A?:Y$CBS238)V<>1%['A'C]6YA!(NPW!T MOA^6#H1%[LCW]L/F0Z*!'X67?5R;)[I1A6(E1T#$F6\8:1]RDWVS17ML$^ M\T^]\V%]YSI3NK M719ZNH(P 7I_R;G:&D:@Z]7Q=W%[1 *_#X@@%9$, +L0$0" "*! @ M&0 'AL+W=OGVO$)5C*:Q* M (U>*L95XI5:UPO? 5UD)%58C40,W3W(A*ZS-5!: ^JB5@XI(]YH=!,/,K3+F7 MQFYM(]-8-)I1#AN)5%-56+ZN@(E#XHV]X*6%]6V"WX:U[B 1] _ZHTT,[^G M$%H!5U1P)"%/O.5XL9K;>!? PD\)!G8R1K60GQ+.=K$GB!58(&&3:$K"Y[>$. M&+,@H_&[8WK]EC;Q=*RD?W6UFUIV6,&=8+\HT67B?? 0@1PW3&_%X1MT]4PM M+Q-,N2LZM+'11P]EC=*BZI*-045Y>\$$R+_YOC'K] <*CWBH^ M?S>>!9\&E">]\F2(GFX:!F@<[*:WXU-MM^2BUO\?0YBO"%]R&F6 ^YS7NW^=4'-^PWS+WHYY TAPID MX;]@0IEHN&Y;1; :-]IEVU_^AK==^@'+@G*%&.0F-1C- S>N4;>=K)UK4KMOL MA#:]RD!VA+\[, :0/,\UP(?9S8#?K?3_H'4$L#!!0 (/B" 5D,FD:T1P@ M & 6 9 >&PO=V]R:W-H965T^;)S#I?6_?HET1!/%7: ^(O1,H3ZXV3BBR55THJM309?YM95,N#1+2: ^ M=B3+1%3IR='!P>FDDLJ,+L_3NUMW>6YCT,K0K1, ^5I5TSU>D[?IB=#AJ7]RI MQ3+PB\GE2>2T7=$_AH;YU>)IT7$15D?'*&N%H?C&:'GZ\.N/SZ<#?%:W]X+=@ M2V;6/O+#Y_)B=, *D:8B, >)? RNZ]V9$=3XK>$YZD0RX?!WR_VG9#MLF4E/ MUU;_0Y5A>3$Z&XF2YC+J<&?7/U-CSWOF5UCMTU^QSF??GXQ$$7VP54,,#2IE M\G_YU/AA0'!V\ K!44- PE/3.@I*6GV20E^?.KH7CT^#&/Y*IB1K**<-!N0\. M7Q7HPN5]#H:P1ZW>5T<[&7Z)9BR.#_;$T<'1R0Y^ MQYT?CA._XU?X;3/XG].9#PYY\Z]M!F=^))OY<2U]]+4LZ&*$8O'D5C2Z_/Z[MP].#'W=H>)]I>[*+^^65],ISS&Z9MPF2,WR;DG^ S:]+0JT4MJJE>69_*!/(MJ4H4%K$SGDK^Y>&D4@8\S)61IE!2"P\&A((-7DA3;C(Q-L"C2[DB,2,R DZI MI0.Y,LR.T46%9R1_6(H%&7)2ZV=E034+D7UX:J<@KM9@!JH ;1 ^,XC/W+!YI M^C"^'XN_3J>W[[(:=8UXRIDF,@BZF1DLIII[ZF(3@4.-Q^^>2J6TBQ(7-NJ M4CY!SP_IW,WU.Z:7KASZI# <>]EC'"NXE1M!1QY*2C$;Y3N9U=DL^A)?KI86Q M^W9M8(6/Z]*)1U4&HMK<@'(''G89?Q.0@8S=*4KE"VU]1/#P I_998W@LG7. MUO ,O<_;N1)G*'N_<]\@6GWHK1,6D6)_U]'YR& 1;#9SZ.C? HF+ ^0Q59[VT1 MN+D>"R0=T-@ZVN-WGD0T,I8IK&]).[^T49?067"#:G+KW]'D#I#,2YKVK+\A MCYG"D4Z'S$U)H+374H* =G<0L3AP?[?!*QL N,+''DF MZ00Q*HI/5% U(R>.#Q.N\0#QJQXWV'% ^YU%?MO7"SQ^W9G\"F+\8693K7-9 M-%6/9JDYJQHG.FH+'+D^\0BK=#4DFMSDX1'^NVP_[6P_W:GN3G]MZA56VZS M=C?YKWU,O__N[.CPPX_^9=@\!['<-7,;WX\- =JG_H5/^P4_8#B@ NOO%!50G7 MV(O7&9S@JD&_:H]LL^^-,MC@C T9:O#Q+>6W!P&DL[F.Q M^C2P,.>F$78X(@Y"TYXYA L&H7&3)R0ET&AM'$6YE%W_6*/QTMR+@M/DPB^ MP8M>9> <4UO,IUK-.*R%H%J=5_^@[4 MFEF*Z(FUUFJ>LBEA@)%Z'^^%M .PE@SK*ZECEU1)3.X_ 1FMN&<@ZM3*X]_> MIQ3!:4>%7<&6F=* <5UG&)ED+U,IM4VQ%X#M\8AZUPV;C0F[#G)LUR\OR2X(- M"9@:A?DEPNE2I!'UF76H9\X6=C'S+E,,F:5,5.:D)NP*D9:T5-9;U;LCML+ 8 MNELIF/:+QWU>,C@D%18OWYR%#TNV ;F2!X(@GT1MFT38&_2IGB&_JZ!%S%JG M8HX(-WZFHFF##[ML18GCP)D#SI(]#X\.[DIU/_=TTI4+:ASH"=VP-&+TY8BE/'A"@?@V"%S. |*D M>U*XDH6S<+7!+%2D]PNRM65WL;T,&FUDTJP@>,PV"\MBNA@VJ><':Q> S,7D MB!,)%MK.V(-)5B;HL0>;VR,Q\ P:%8MBG.&42??([WQ-!S*7-DI=Z8R3F^,PXJE6/T MYA#31N"C#HS2[- A2H8EQYO#BD";U%!:]HYWMWCQ69@O$],E-O;>36WD&3(T MY:;X D+YV$L M# I+:;.[QL*?O"-CF)I3>6V1_9AKSQ(,R;3MN.M- &.EL_MYX,\2J5^.P=Y? N(0PJ6]N,'^UTH5:\2(TF2@TCBY4";5\7!"8R>-Q55"5&M> M2$H8H5&AZ9O S>=#ZT^'A M^"^B4EKSAW81\.I)5/EV).|.!7R(.]IW;V$N8[O@]-E]4O$I+7NK.N3DB12/M M&CG/NI'S;. =[7]S],, . U8: <+#8-F/\;1Y$/P*)I:=.B__K1M"(.5@=C MV3.96C;4&]<$&]1>9:#CO4OS]\U=_-M6MIV[6@)11I:DHNPJ72A(*$*;?KW MMXR6VZ([&=SZ5>06Z6XSP8T)^0*P>]M=GT[SK6%_/-^]?I4.U>,QM,Q!>C#^ M@"W0Y?O_ !!LG>$09S8$6Z62VS8Y@ OL\M&FKSP *Z2^7+_P)02P,$% M @ ^((!68\4QU27! V@L !D !X;"JW;W)K&ULU5;?;JLV$Y7#FY7M 1B]3O-#'@N"VV <6")MT>ACW0$FT1E4B7I.*D M? _V.E.PZA>-U0U_V8M_Q>,?OCM^=>+'5YI-MA'!PW[7*7DX:YS;GTZFM&M%Q M>Z8W0]%EI4W"':IF/;4;(W@=G+IVRJ(HFW9SFAD]W"![ENG%^8SBXV?"UNA/NXN3:H3?=1:MD)9:568,3JIWQ\V_ " [%UA{X#-9:OW*}4EY/(Q*MJ)R/P'O3BQ$V_I "./S&'.R M/]([']L/[Z.]"IC+1DENQT.T?LG;-Y:280"U6O& =!['W]68SY!("5;FWXA>VP M-\'-56^=[D9G1-!)-?SS^.!PY%] (0#&QU8P#T<%%"^X8[/+HS>@O&[,9H7 M0JK!&\%)Y2_EQAFT2O1SLP_B3JA>P,M;OFR%?74Q=1C5VZ;5&.%JB, ">B)#! M>ZU<8^&MJD7]V'^*:/:0V [2%3L9\-=>G4$<$6 12T[$B_ \IKHSN M8(%8#5(!R^P:6(0""P-_SIS% M,Y1%KT^@3 ;HDU/19S?8AG7?"M K>",M7Z^-6// :%P9BN"[T-V&JX<7SPI&\]<6UJU>\A:4<+Z'@:L:-D;??>7L M.=PV1HA') .DB @4N9'W3U@\>? Q/?""]K#%CCO"D3'T'W%@^RKYY:GG>Z5PZN MA:F$..ZSL]P6E,X+VL:[ROM]PZ$HHU7QE9<: T(F56 "MP_2^&H790(^-&,D2G/P@=.2E&4IQ(22($/$N#>%L=WK//$!K6>%04#6E&!4DP MR$[/\9@4W7"DM!LL/N>,3DS/=3\[T^R>G6 EC\/KV\W]>?>ZEE6&0 M+K1U]M@,/7G \<' '=P,+Q'T!CPPK]<[<#N>XHZOX"H[H^2]!MR/E:O<-0K MY;'C1.;$IXQ<4Y2'!?/ :\H"0*-8\+BS" %2*X4%GPC\=[EE_VWZ>EL@*5(M3YQ ,2EQ7"0%B9 Y28SL*CR_C3L(\QW5@9>T($618#(X+LN(H1!G2#Z* BM) M1%' RGR358+A->;TOML">#V.#C6QB_ >TKK=U. M\0? LG _SOP%02P,$% @ ^((!62P9^#G+! 8PP !D !X;"JW;W)K M&ULI5?;;MLX$/V5@1L4-L#$U%W*Q4"2;K%9;(@ M2;L/BWV@9=HF*HDN2=G-?OT.*5E6G-A=H"\6. <,Y<^$!1+);&"L:3RQ5;|"=NOJP>%,[& M'&XO M\+/FM[PH+!"&\;W%"0NK6% O$7_['+'7*9,\UM9_"5F9GDU2 .\Q;QID'T#R#&<"\KL]3P6S7CL]?V8XRN"]'?AGCC M'P7\HZ[.(* $?.J'1_""+N7 X04_3_F3T'DA;=8:_KZ>;J.P2_YY+"<&,GP? MTC+G7*J8S]\&2 W-U9H/A\|_>#&].!)PV 4<'D.?/"$39W7!0V!NMM#72O!F)7@[RM 9X<*T1' M*-8+RPWXJUH@C.UW@LMPJT5N%SJE7J+5J>&J? *,C(-7QO*POW"SL7-YUXO(/ MB>>\G'(%@>>DP1D,184EE+5&O1[XR[<\SV ZZY,7W8%Z@UO7%K4_C(RM4% M7!-]'&7FK,Y@9B2+,EPX';OW@UZI110K(H?J4+".8#?_(U+^#NW]X" _6/ M*O4-KY9YC9W)]MN*#VA;0$2\E0IK@_L*4VGA0IJ2),SP"\,XHR,G MH%G6F>[OYP]G8%1[QIZ5?!(S2("8T#\&(?AA[QDG3D1E*A8=(!O)4XR(5< MH@1G3*,2>J_7A62(*9'&1%2VU%O>KX5'] >9D3@ M^23R*'1>"L/]K"5I-%N8_?GQRCA4^R=!'P2A"$,HS!TE/]MVT]2NQ)?DZ) M-,3^",%#U"P>V2E-_,Y^;_]@3R;#DNR5.DGD'YSU"1(B>8O\%CG'8F=1S M3(]2W+ZT3XE]R2J1(D[P>,$JGK2.3SK7C3E'K5:ZS,.G7#K?]M&[STDQKV' M'Q9IX9ZW>,W)NC+-&[^3=B_HZ^;AN%O>/+_OF5K8J[;@&PO=V]R:W-H965TW*!*_J_5N.4T,)&FZ=5C7H,XV#,,^T- +))BJ1*DG%27_JCI2B))WC M9L ^6*;(X]US=|^=[GBK]&>S0;1PT]32G$PVUK9'TZDI-MAP\UJU*.FD4KKA MEE[U>FI:C;STEYIZ&@5!-FVXD)/%L=^[U(MCU=E:2+S48+JFX?KV#&NU/9F$ MD[N-3V*]L6YCNCAN^1J7:']K+S6]3491ON>6+8ZVVH)TT:7,+[Z]_3>"$=$E96DVG M@N[9Q1FON2P0EIX!YZIIE41I#1Q<\56-YO!X:LF,$YX6@\]S7F7TA,H,/BAI M-P8N9(GEX_M3@C=BC.XPGD5[%? [JYE)\ MY8XGC'R61M6BY#U+9 F7&@W%H-J0%;P3DF(D> U+VL3&Q^>OTY6QFDZCU]ZX(M]0"2W0!11&;BH:P(@ M9*4Y1:0QKG5/(#^+R[ZI&P/X7'F;# [/85%T35=SE\T2*?]4$&/%$9I.U04'$19QO(T.:15F+,D#P[A M2E$0G[#7<\5E9LY"X@*HHHCEY2>8DC'8DB?70RG[9G4A/\]%;=<"^IO?;#, MDP6Q5_GN@ABMB'LK?+#RWXJB3{YU_J63@G^? 08(+IS1I^[;,GF+U_2=;4G" M8K&1JE;K6PIHF+$D#EUD61BD;B-F,=(W']@B*(::Y\]LQ&M@3!D61"0<$2, MSED4L;B+'<;I(NT_+O _S_ODAD+\]AY1[R;NT7H:CR M*\U+!,D;A)#+ R*.0V)@3I.@[GD=[QJG#XOOXH;&-?,=NN]B^EX 3S#=.#./,,L\HW&$ M6/40' 4'O(?X=%1ARZGGF*$XS-$#M[\AQ9_(J<7*TI'H6Y8E<$]D$93=VC$ M#31^,CET66)Y'#N9U.4GNZ8\9(M\5UYGCZ8S(AM:S]_&NH!G;3]D#;NCB/N:3_9W8OW_$'KM="&]BQHJO!ZQGU M)MW/G/V+5:V?!U;*$K7]54O;NQ1D8!__%/U!+ P04 " #X M@@%9('}<'#*|# #[!P &0 'AL+W=O7UU/E[AZ\"=O; M9JZ2M=;?W.)]N0QB1P@D%.@0.+U^P U(Z8"(QO<>,QA2NL!#>X ^UM=.M:RY MA1LM_Q4E5LL@#U@)&]Y* *QW[Z"OQQ,LM+3^R7:=;_8Z8$5K4==],#&HA>K> M_+'_#@?Q"0- H'1)YWE\BS?,.1KQ9&[YAQWH3F#%^JCR9R0CE1[M'0J: X M7'T$*LFRLP>^EF#/%Q$2J#N*BA[@N@-(7P"8L5NML++'U5">1P?$9F!4;IG M=)V. GYHU07+XI"E<3H9PD- \V39C;9H3]RM&6U5*4'L@BO>]IAZ%'-@.##!NV49+N@?L)7NH#,!1[5I2 M'KSR]^+QA1/7$^Z1'5AGGJ)N+5>E/7^^. '1<25?W*Y8D83I+G!&'^6Q"1I[% M2>J-)'R=3MF#1BY_ -VBD':9#.TQ_LOT^"KX64N 3N^78&H$"3G;'*.[I[O@% MZ-(Y89|ISV2!W+EP|W4LU^GF_'I,S&Z/0-N6K@4EH2NO=#G[AO.PCR?.Z>QWY[Y&SNJW.6S+U'4[C:(-@6]J&T^Q8NH8_=?U[LUC M4BNCKVJ]Z/NZ:=$W-$6"U_DD/REY=' AUV"V?NQ8 M:J-687+.BZ0S&.=#Y1FO<+UR"8=ZO?@)02P,$% @ ^((!66E.5VM> P E @ M !D !X;"JW;W)K&ULS5;;;M- $/V5D:E0*UGU M-<$)2:0T!0$2J* (%'A /&WL2K[!WS>ZZ*7P]L^O432")>.0EGKW,F*@KH:=>:4PS#@*=EU@S?2D;%'2RDJIFAI9J'>A&(2N<4ET%<1@. M@YIQX*- MW7-U,\KK.1FZD7>X\9'OBZ-W0AFDX:M\1;- MI^9&7ZH4O!>]Y1TI|:%^E% MPC]=059'$(:1 D%ONR0<>;YLG,Y-\+@QX7/^4Z|<(D1W!@CU :]_??-RI+A M>OGG5/(#=WZ:V[VA:[L5%7V*?+_E-UK\$ MT8+LX>W-?GIV-I[1? 9#^M_:%!6&O)C[=5&R!7%&"1+"\::H!XFS0)"29(3W6L M!P<]T*I*]EP1;'B8$RW4RL[W99J,/UD&<;VH :ZLEFTMB">6>'#W8EW6W(V, MI[77|- 8Q% ^*#;A4T)?*LGT^L ^.*R'VR(^N]EZ1[*U1M/[R2RZ8P2=4/<); M2,-R//%CG(]Y'(59F?*8A>,LAJ7@EP*,Y9=I'I'<2:596,8)TX=QDD.>A9-Q M"5D>EED.]WRXPE2-AJ0<1.JMK[QL%*:%=RM&"11Q."ES*%(.5L)OJ#AUZ3&B MYE;0NB)U/0W2G&5ED"1A4<:0L[AQ[!,+/(&' W, M1N&8Q>.5LC7)X%0)1T?-IT.S\2W6W6:O:.A#A]5#%[!9FM=_[L,OX)LPFU99 MD+AF:'PUYJ9IAK8Z3$AO?2M;:>+&Z,V&_T1HG /OK[6FUXD+&PO=V]R:W-H965T*HLA|QH6/*\4\ZEH=)%7N)2@ MFK+D\M\%%F(W,FWV;;; SGTYIO<87ZKEY*6@U[*VE>8J5R48'$S'O@CQYTZD,$P60MQ;Q:_I3/,X"PP$0;"YQ^#WB%16$,$8Q .IM. M_Z2Y>"@_6O_%P7=MU9 MSX&D45J4W65"4.95^^?[S@]ON<"Z"\SB;A^R*#]RS>=3*78@S6FR9@1+U=XF M<'EE@K+2DK0YW=/S+Q3W3T(I[%'"*N,2X5)KF:\;S=<%@A9P)"\QCX0E[0>^1P-H+7K%WS6655UL%RJXC?UZNE9:40'\=X]N: M"X^,,T5UH6J>X,RAJE$H']"9OW_G1JZ'$V##'FQXRO\146:-A0GL3%QJBEJ M-MEIN> J3X!7*7S,BT9C"M\7ZV.43X.ZS1 VHJ!Z)SJ":UNA5K0I=0::U,ES MK.L>:JIAK0AK|8A56:S\!=:DQ:H.L%[;281GZ484(*@39!5OQ]%8U+'?(# MZ:K@]QE]U \Y_597A%5T2BBI5S ?8*U[/"34KD.,$PLSS>P@Y_@S_ <8#P: M6-$=>X&58N9&S&LW?3<.QU8,0S<.V@,C=QS'G9[DJ#L;T?9D %]MZ\+T9_Z MDCIQ"U!!H\A'Q*(-EHGE]T7%/1+?P&.N/ 8AB-UP/ 8V\8A* *O'1N.0M!Y! MBXPV#GQ@|<0-H\AH)S%[\MD/HR G>.=>.'@A/BEX(]>'J"]PHY%%?R*,W M%)2:*QTSHNV2%57W'UAPO4 ^*1J3P!LIRO^S[D]R.-[J3#.H>T*]JW08(:H3 MKF&'! R?43O2*GZL09@69*W2K5RD=-L K8S!-2:<,IX2WB"PG8L&(!HJFB*% MC$]#3B"-$43$8]!A NRKJFMVU'V.-)1G;6!@]D;PA?RAX\V[F/GL _BNYS.C MB#H%E67$NF^7 :I9_TUSC&$EL6YDDM$DTEL(_G<5;A'F>2FEN6GBMCX)=A'E>2V8YNGBMX3*,$ MG5"%4>.8C!@=>TE!EZ)5\E:B^,^,F8VY6=P]\SQU- /*!.$C#O$4"N5&/]2H^3 M5%DHQI'7J^42 &@"C,5P*S0%F8W= RW;@>3K>CHV?N=SFQ++ #5WUSL>4H[(=Q=]%%K4=2]9"TS!EQ8RF M5Y3F .DW@IS>+&ULA51M3]LP$/XKIVQ" (%7DK2UI M:2.UP#8F,544M@_3/KC)-8EP[& [E/[[G9,2.JET7^*S???<|_AR-]E(]:1S M1 .O)1=ZZN3&5&/7U4F.)=/GLD)!-VNI2F9HJS)75PI9V@25W T\,^B6K!!. M/&G.%BJ>R-KP0N!"@: [+DJGM'+G<3!W?>3EW+R4|>SA!'-WK/!JMD)<30W=RF4|>Sa!:C8BP"H^4% MKY!S"T0TGG>83I?2:N[;,^A?#NVD9<4T7DG^JTA-/G4B!U)[GYACL] M XN72*Z;+VQ:W\'(@:361I: [8&)0%J)=V>ON'?8"(N^#@& 7$#2|VT0-RVMF M6#Q1<@/*>A.:-1JI3321*X0MRM(HNBTHSL1+S.B)#3"1PE>4F6)57B1P*IZ MVX<[?6 KCOILXAI*:,/<9 <^;\&##\"'<">%R37K;11]* \.22W1>L?1K/] M,]852W#J4(-H5" HQ">? *%W>81KO^/:/X8>+ZD?TYHCR#4L%'6E,MNF;#?/ M=5%9&3WX05V\VNX7DC)T5R'E3SD"%>RK)C8GGR* O_B4D.U3P3?B0BD M#S')WIDP8@(;5 A,PUIR&@=Z#%11["H*UYA@N4(%H=^P3&6)+ X&GX \'7N2-P*&ULQ9A=CYLX%(_ BD6KJ17:\!'RV2323("T]\Y]--%L M+ZJ]\, AL0IVUG8FK;0 .?FU@:!@1- M%8ZDV"S7F?@WW>V,&S ^/?Q19 HA]Y M1L708]%C.Z#J3LIXCJ5]\HTM=AQP4HCRS/8<9VCGF%!K,2OZ M;OEBQO8R(Q1N.1+[/,?]YS5D[#"W7.NIXXYLME)WV(O9#F]@#?)^=\M5RZXI M"L<,G MJ 8TT+R89:+X1(W*$V)5[,.#L@KJ,535\4 M]2W4JB*$:BNN)5=WB=+)Q;JT(&(I6L,-)2F),97H*H[9GDI"-^B6920F(-#; M "0FF7B'/J#[=#>OGZ'7B-"T0W),F4K,;.E>B+- M>,J^W69W3N1O8JN&)5; M@4*:0-*B#[KUPPZJK6:BG@O:3JNO4(@'WO:0WWG/?(:9BAV.86)M%| ?P5J\>>4.G8]MMC(^)"TS"0I.PR"1(26O,)=?F\OOHB_N(-F7>Z&R3P[J M0TRP;KVA|7'[QA3WG\|=@";:5'CGM^,"EJB!L[SJ+ MRN]YS:BH M)+O6$2%IB$A29A4?>$#]!/P+SM%6+5+?3;A(V: MC^N:CU^\"Z"%_D0XC,: O)

*8M2[&?2?O!3YPW)C:&IPG,Z66 M;G.=#H.F(X0"$^L0&/W6.$$A'!#4^1~++%#"]33K&^WJ%?>=_)EQDS.%'B(T]M M-@SZ ;0X9RMA[]3F+6[]Z3]\1 GCO[#9RC8#2%;&JGRK3 QR+LL_>)S&H:,;0 M;C^C$&T5(L^[-.197C+!+XH%6&]!.FM#&^5@:.+Y$R{@P)SO)=\JB4YLH MN49M^4P@7.+,PA&$8#*FZ99+>)#W6J?.E!0_WEW!\=%*C?L!$ MNPITVYMH/V;"!^-.&JM7+L3PZ88$X IB;C[OBT")UMF/YDKUPA0LP6% M6A0 MKS&(7[YH]9JO#W#M5%P[A]#CZ4HG&.6Z 36'I,R!A'+ 4!D*9FEC%22UES8H MN=(@?1(\P=$^ATJ3Y]ZD:Q7KN-]KM ?A>@_1;D6T>Y!H+3^=W1M%>?P$$\&, M@1$QS',J?*JA9+F/T4'LOPQQKV+>^Z?IT/L/?,\JKF<'HTQKOD0H-$\0C]ER M4R4$TP8*U&6!G.RC7(+V:P_>.F\UVIW3]ZOR/1_Y\E=.IY2%^&6,^%R)(_I M]7^A%W6;C?.? Z86UWIJC7O@)8BBW5M*6;,8ZK8;4J.S-W\7+"72+]()3\Q0X M)]5FXXP24)=3HJQ85?A./5.6^KY?9C1H43L!NI\K*K#MQAFH1G?\#5!+ P04 M " #X@@%9<*C92ZP(!P7@ &0 'AL+W=O MBDX.8'[\4H=8DDLS]LS,B\.2^3VD[?>C2+X2[YYS\.W8<"{)]VV:%?>#C92[MV^&P6&[XEA77^8YGZIUU+K9,JD/Q."QV@K-5%,1-A]2R)L,M2[+!_*XZ]UG, M[_*]3),.?Q.DV& ^W3+Q\Y&G^? #^?IZ\GOB2/&UF>&,[O=NR1?^7RM]UGH8Z& M\HJV?*L2/*,"+Z^'WRP,V.G"]A* #?ASTK7G 2D RD.> RL/HM7]P"!,Q%.^ ME"6"]3]/?,'3M"21=OS90 >'.LO [NM7NE]]>/5A'EC!%WGZ> [*2F O!,$!6 M?,WVJ?R2/X>\^4#CDK?,TZ+ZGSPW9:T!6>X+F6^,8-6",9+5?]GWYHOH!#CT M1 !M NBY 4X3X!P%T%,!HR0@=&[N D8CQLP.0(FYP9,FX#I<<# B8!9$S [M_^"F";@Y \"V7G\YJU)0_9 7>G&99/,[D3\34997O/)%);HJ7LDDRC=1<7+N)QG+EDGV2#X(P,)'KK0O"_(SH18=DT6>/7$ADX>4DZ\|2W)!?LTE M+\@[ETN6I,7[NZ%4K2A9PV53XZ*ND9ZHT2.?\DQN"N)E* [[2Q+OF>.>M>-|< M/WDK/GRC-=0 &*JO__;T ??X"\ Q%^+85>57,I"OKKDW4_OR4]D2(H_M$[S0?<5HH&L&QOOLFCA61R]$K48[WR,8\#XF-8$F-;9$H+E>OW_8!<_J. MCLZGT,=I\? DTVTCK"=5$0 ?#CWZ6ZJNZ38E.E1KY6H[8'J"NI99Y^+L3*]'3O_*O#BKE&ML\.7J1L))\"Q PD(D M+$+"8A"LI^[00=VS,|<|2L#=M2KWQ%#;B+NTRT?"7"3,0\))"Q PD(D+$+" M8A"LEQ0WAZ2X@0Z#;I Y@82Y2)B'A/E(6("$A4A8A(3%(%@O)VRKM3DLXZ6B MR@HU!,J6R8ZEA&WS?:,]1#2/*U(E#35$HS872/"C-A)("*"V$TB(H+6YHO2QT MJ&WLZ%OOTS,:2'_CMA,S\&+Y0PU0*,V#TGPH+8#2PH;6E9C^)IH(6F^LJ7=* MJ4G8K8%IFQW,JIOO=NAKE@CRQ-*]?M$#:6XMH#072O.@-!]*"Z"T$$J+H+2X MH765[XS'CDGZK,MIF^W-!1/Bl;PUOQ[#7)&,ZWMRJ*T)l;E0F@>E^5!:.*6% M4%H$I<4-K3MAI3/"FF^-2]MHP\TJ]9K7CTRI?K\M].WH:D]^<^D2]J KO=Y5DS;#]GK<:,O30# MH#072O.@-!]*"Z"T$$J+H+28_FAXWTS&IN4F!*]5N](YVL! MI;E0F@>E^5!:.*6%#:T_9=5,6*&UQBA.7^RMZTG-KJ?+UUP(OJIZ=I(4Q9YE M2ZJZ_$*.\I]%(OG/^7JM30&H)OJEN5":!Z7Y4%H I84-K,UO^EM5^&NL^=0NU>*,V%TCPHS8?2 B@MA-(B M*"U&T?KIT1K"U&P(_^/,(\S\B_,%Z@]#:1Z4YD-1 906-K3N HXS'FFG&C^6 MM"<33@RU/I.PHR(?27]BJI"ADOORF30JHCPREN5":!Z7Y M4%H I8506@2EQ2A:/VU:JYEB'Y2E4+\92G.A-_]*\Z&T $H+H,0(2HM1M/[6 M?JTI[9A-Z5_WVP057]V46TK4A&G2VCMUP\5EN4%TKB^TR6E73.'K9!_U!M_GUTWK5O/5MSWK=O JWY MT+Z-Z\W/AVKKO=@_?&H\I"D?*V:8%U/50\@ZNW-ZP.9[Z K!JR*2 MJ?++ MV8J+LHIZ?VK.5!S4%9PV&1^_G]O2P,$% @ ^((1629$-_ Q P] D M !D !X;"JW;W)K&ULK59M;],P$/XKIS"A31I_MVO2-T4;:.A!#&YH8@P^(#VYR,:PY=K#=%B1^/&M<9.,@<@ZA MP-0Z!D:_-@:.+U7^\"]L:MLH@'1EK"I],'E0<%G]V?G\" M!H\ XAH0>Z&59U[6.,,LF6BU >VLBCVYAP.#X[@ $(P.=-DQR7<2F[-,0U2^XH+X6@GH25)SK$P MK=V?5>[W'G%_"%=*VMS :YEA]A ?4BB.>/3NXW'6:R6\8C\@[AX[4=$N=]K1 M[U:R W'DX?T6; ^)F=V+/%S_"YR-X(8W5*['$E"S%:4 9,U"O,4B>/^L.HU>[I.Z)(('P? B.\W\.>7*]TFE-V&E +2*M3 MD-(%0Y!+/4LPK2K,-F4'E0;IN"LRK M.HKQ]-/_Z>P<2-L_"\'VV7O,15[;CD3+J6?+'7\E]3!J#,8_R&U MU9FG2@VW+M8"]=*-_PQEXTK:ZHYM1ILGS:F_R;4^""H%%C M1%FFJS=&U;&]J.?T7%FZ]'TSIV<9:F= \PM%M:WNN 6:AU[R"U!+ P04 M" #X@@%9!#;[^] " "0!@ &0 'AL+W=O!7QCL 4[M8VV*=+*2\MY.KXJU1 MN,L09_)+}J@HF%B1D'DF%SC#9I2I1[=7B4,88A^0256 M@U]T2B);I=$K2C\UXH3$P9']8#(G^Z'SZ! >.C@\7.XCSGK$Q?UB8L<7_PJ M'[J[$MJHQJ:,_/B, >3*0*5 #IEKV9)A-ENK9[JF!4P\+$8-;@-> _O9. H^ M#%G]3VK3C,>]\7@?>SY7#"],3?FORQ8Z[OX>]TQ.MTFM+]F][$[202>/U^0XFUC ?$M&[P?@,I#:#EZXE3'>4'(^38/Q"[T!4&,3C M\,#;[I7,UQ=U]75$!)@AC>E ML9IG$0O5 [&Q? $H>B'3W^D7ME=_H6K% MA"8F P !A$!D !X;"]W;W)K&ULM5A=;]LV%/TKA%8,+=!%WXJ=V0822\52K$/0M O#T ?:NK:) M2J1'4G:V7S^24A1,H>6L4U]LD3KGD.=>\5+49,_X5[$!D.BA+*B8.ALIMU>N M*Y8;*+&X8%N@ZLZ*\1)+U>1K5VPYX-R0RL(-/"]Q2TRH,YN8OCL^F[!*%H3" M*4>B*DO_[Z!@NVGCN\=GPDZXW4'>YLLL5KN-?Y>.TO<C]f.I=F%EC G!5_D%QNIL{03FL<%7(CVS_"S2&8]VW9(4P MOVC?8#T'+2LA6=F0U0Q*0NM___$XH"@=.R$H"$$74)T@A VA/"E(T0-(7KI M'"%#_.;=VKL)7(HEGDTXVR.NT4I-7YCH&[:%$Z'Z0,F77-TEBB=G[PC%=$GH M&EUSCND:U$,@!?H)W5()'(1$4W!B3B'ZP*C<")31"(+ M(^WG)SU\5\6G#5+P&*2,H%?P? 44O4.B]18$71),YS%].#VUV_M_HV3>/?A2, ML'UB0J,7G=!3,@GZC4FP9K:7]ZO>E=CB)4P=5=8$\!TXLQ]_\!/O9UM8AQ1+ MAQ3++!A({2D#4)B RZN&)!)C5=DN%Y)5>K.C/7Q4 W4HHQ1=,2{(A4S*D6#]D M6#:0V%%*XC8E<>^.F+.*U4A5]J."0[](Q=@RT8ME!@AO8OO9M{$W1V&^"PB M/8O(CD3+J6?+'7\E]3!J#,8_R&U MU9FG2@VW+M8"]=*-_PQEXTK:ZHYM1ILGS:F_R;4^""H%%C M1%FFJS=&U;&]J.?T7%FZ]'TSIV<9:F= \PM%M:WNN 6:AU[R"U!+ P04 M" #X@@%9!#;[^] " "0!@ &0 'AL+W=O!7QCL 4[M8VV*=+*2\MY.KXJU1 MN,L09_)+}J@HF%B1D'DF%SC#9I2I1[=7B4,88A^0256 M@U]T2B);I=$K2C\UXH3$P9']8#(G^Z'SZ! >.C@\7.XCSGK$Q?UB8L<7_PJ M'[J[$MJHQJ:,_/B, >3*0*5 #IEKV9)A-ENK9[JF!4P\+$8-;@-> _O9. H^ M#%G]3VK3C,>]\7@?>SY7#"],3?FORQ8Z[OX>]TQ.MTFM+]F][$[202>/U^0XFUC ?$M&[P?@,I#:#EZXE3'>4'(^38/Q"[T!4&,3C M\,#;[I7,UQ=U]75$!)@AC>E ML9IG$0O5 [&Q? $H>B'3W^D7ME=_H6K% MA"8F P !A$!D !X;"]W;W)K&ULM5A=;]LV%/TKA%8,+=!%WXJ=V0822\52K$/0M O#T ?:NK:) M2J1'4G:V7S^24A1,H>6L4U]LD3KGD.=>\5+49,_X5[$!D.BA+*B8.ALIMU>N M*Y8;*+&X8%N@ZLZ*\1)+U>1K5VPYX-R0RL(-/"]Q2TRH,YN8OCL^F[!*%H3" M*4>B*DO_[Z!@NVGCN\=GPDZXW4'>YLLL5KN-?Y>.TO<C]f.I=F%EC G!5_D%QNIL{03FL<%7(CVS_"S2&8]VW9(4P MOVC?8#T'+2LA6=F0U0Q*0NM___$XH"@=.R$H"$$74)T@A VA/"E(T0-(7KI M'"%#_.;=VKL)7(HEGDTXVR.NT4I-7YCH&[:%$Z'Z0,F77-TEBB=G[PC%=$GH M&EUSCND:U$,@!?H)W5()'(1$4W!B3B'ZP*C<")31"(+ M(^WG)SU\5\6G#5+P&*2,H%?P? 44O4.B]18$71),YS%].#VUV_M_HV3>/?A2, ML'UB0J,7G=!3,@GZC4FP9K:7]ZO>E=CB)4P=5=8$\!TXLQ]_\!/O9UM8AQ1+ MAQ3++!A({2D#4)B RZN&)!)C5=DN%Y)5>K.C/7Q4 W4HHQ1=,2{(A4S*D6#]D M6#:0V%%*XC8E<>^.F+.*U4A5]J."0[](Q=@RT8ME!@AO8OO9M{$W1V&^"PB M/8O(CD3+J6?+'7\E]3!J#/#]/68=+K\+IDJMC_@\WNSE0J+U8/(1&B4KL'H"43TEH.:M'X8![C M<=>O#>-W'#_'^-.1U[05Y-M]7[:_^+WM]?V(2%S9GER]P9L-TG3W'6)Q902>< MC5IGHW-U/#Y=QWNY_[5H#"F6+BF6#21VE(!QFX#QH'5V&1*AA1++AQ3+!A({ M2HGO/;T.>T-5\D8![BGE%HB? C#H5X+Q.9H%$26Q?__[\J[__/6IZH]KK^SDD-M]).N[[,ZF042C<8G? =/OH-OJ^D-KV]SMD"B4=1U=E8GLT#&<<=1QYAZN >K^BJFMI6GH =I/'[__5!+ M P04 " #X@@%9Z*&0Q?0$ I&P &0 'AL+W=O>#AF-%6R&]2:D K&ZXW4 M#$,5+VE&U)E846[>$(7,B#:W&@[Y"V^,KI5>]? NC(3XIN]N4O&0601T93&VIH@YF]#/,%9C\A;:TW;E0 MW]++1.KR7[MVT8!B- =*BZSL,:!DC!?_Y+4,Q%X'!!LZH+(#RG$7_^4H,XDF MDY$46R!M:V/.7N2NYKT.,,9M5EZT &^9Z.76W#RZ=1C%E=!P[C97I-9QEFVSL!W\$+CM7$=/&ZHY)8 P.7TF6@*3EX> M!\-GIN57(AF9I+1X?".RS- FU."1"[I->0'$]7J15B2FX\#,%47EA@:3C\^" M@^A7CWNJRKU>;ATWN'+=9QK<<:7EBV(!_)5G^4[33/U=A[?7 =9^A;7O3<4U-M44R!@4"9I9O=F&6)LQU8 MSL&",7,,VD^@LBL[[HW!3@V-0X1C\,$K\L15U MR+T C@$S>>7>>:N4..\ Z[#".FR7$L-;2L F2EQ4."[\E""O7:\27@!'AAE& M3CJB5DE1FFL9[I[2P79Y4=H[($8#+R!R2-/8T;#8N%'<&RLG4!"W"XUNM [MZ 0/>C7["&KT:JF!FJCAY SZ}.QQVU6+PFOKV*@YR8.#=\/&XXI"E*6,5T[!O!@7-AO M&M=)$?1KT1.5L4V1V.JON0FNEBS69MV)B5H"PA--F9+GU.^"H\"6H"59&8U M6!$4F))..=/4O/EL*Q)+/R2]^ G^7 #.34!GGEP4,BV%1U M9FK:LFY%)1-)'9!W[%U D) WY:LRG+0@O[0T%TO?P90F!FL*IFN>]'SUK@7K A">#(N8& <(B'4ZE1&7<@+B[>+ MF@HY%4+]=NG0A1 A)T3(7WQJG Z#PS7*[NP:V. D!ODEQL>&LD*LA=-%N82< M*%%AN]GV:MRQ<)V6(,^6F;VOTB?K8WB1!V(H32$R%/@ILUT6_U MR(AA)T\8MII@W(4882=&V%\>O9_@TL!!@GL-^=WJL.<7EGNJ-97NBV;MX%W4 M*M@I#F[WZQSN0DJPDQ+L+V@^MNLNC>WO?G'#YA<[><#OR(-DR8*">T%X[9A=_ME"78:09N]],:[D(LL,+[*&@IC/PVKF()_AWNE%1N4B/Z-1(!9KKHN#C.I M=0YT59Q^N:,%(=(#D0O&%4CIW'2-SLX-G61Q+E/<:.+'ST)F0FN1Y9=+1+LVF@ MTO2P0E^="Z-V -.Y9O\"UL+ P04 " #X@@%9*%_;?#P" "R I*>Y)++):BQIMH272F@&Q\D. F#("*"LA*G ML=],JC26M>&LA*5"NA."JN]SX+))\!-_,MRS;6'9CM536(KW* MA@DH-9,E4I G^'HXFT^=OW?XQ*#1!VOD,EE+N7/&[2;!@0,"#IEQ"M0^]K MSIV0Q?C6:>+^2A=XN'Y4?^-SM[FLJ8:%Y)_9QA0)?HG1!G);IGDVO^BIO4=!QAEM392=,&60+"R?=*'K@X' <-7)P+"+B#TW.U%GO*&&IK& M2C9(.6^KYA8^51]MX5CIFK(RRIXR&V? 2A13"%F=E9+9#+] 'JA1U==+HV0T8 MRKA^'A-C+W+N).M$YZUH>$+TKBX:!1'"*

YY+R]49;J3U'Z3T!U!+ P04 " #X@@%9N\?$(.8# #]$@ &0 'AL M+W=O0XYTU%QE3.!4;5VX%L)4)RE+7][R^ MF[$D=Z9CJ#3)82Z(++*,B9? WD/+]Q*'.X<)3LHF5ON!.QUNV@06H MC]NYP)E;HZR2#'*9\)P(6$^<'^G=C YU@%GQ9P)[>3(FFLJ2\V<]>5Q-'$]G M!"E$2D,P_-K!#-)4(V$>GRI0IWZF#CP=' _&/)(9LDDS'CZ5[)2\-09.F0% M:U:DZHGO?X4*CQ(IY*\TGVU5K/(5$A%<^J8,P@2,+RFWVN"G$20(,+ 7X5 MX']I0**Z!FB96:&UCU3;#H6?$^$7HUH>F!J8Z*139+K-BZ4P+L)QJGIC&<69 M5G.A>/1,OB>-Z1-($#M8$50+^5"H0@!YE+)@>03DYAX42U+Y#J-DS 3(PU>2 MDS]B7DB6K^3859BD?I0;50F]+Q/R+R3T+U+]4F9E(2OJY+_0O>)X*,OE/&[<2+&@'TS_).[EE M$4P<_,V9XCK3;[^A?>^'-J:6P!J\>S7O7A? Z=%'V$HE'I22DX2\.DKC!+I?] M?M=6AQ(\-.!Z)]E-*3:D[XW=W2G#EF5>X-&@7M;(/:AS#SIS?_A4).J%/*), M<[U)D'G*H4VMAC9Y6P)K\.[7O/M?4ZO],Q$. M?$K]5U(]7Q7V@\!O5^J@SGS0G;E&_U&PTW3MQ;,5W<-PF^<*7"09)OVE+N M1+VV=9; &@48U@48VI3LT"9O2V - WJ..:]^AK2G9T];1:#!XI=CS1=0/]4NQ M3;'4.QH&KS/UWX_2-%(M<@E*I9CTT^*C-)?F.&A]WZ6T)K-ODX.Q+?(5"*)B(_9-N4O %6'YX6(8OS'8.P$N7E8S.?M[#J??G6G+:$U M:W6T4C2PJG*K9LH66I/[T4[13M?R9I6'Y_(=>,&9REN6]8;!)94?31'M=D4S MGN] J$0+_!Z6BORK_Q/UR6] <0?ONW(EW=>\LH379'XT5'5C5K55'90NMR?WH MJ6BG=7FS;HZ_;]E9?;NR=F$/ACZE8E-@F8WA37&>;<#!!#E64LY M47QKCBN67"F>F6$,#/=DO0#OKSD*N)KH$Y#ZQ&OZ'U!+ P04 " #X@@%9 M+QN427$) #O80 &0 'AL+W=O]S MFS@>QO\5C7? G9CNSK4'@7[DD,TD0NKV[;CU->WVQLR^(K=A,,?@ Q\E-__@3 M/VPL@V63/#ONBQH3Z2.A[X,D'F2X7$?QJV0N1$J>%T&87'7F:;J\Z':3R5PL MO.1#M!2A_,MC%"^\5'Z-9]UD&0MOFF=:!%UJ&/WNPO/#SO5EOF\<7U]&JS3P M0S&.2;):++SXY58$T?JJ8W8V.S[[LWF:[>A>7RZ]F;@7Z=?E.);? NEO*U%^(M,/&CD,3B\:IS8UYPV\XRY"G^XXMULK--LD-YB*+OV9??IE<=(ZN1",0DS1"> M_'@2=R((,I*LQW]+:&=;9I9Q=WM#=_.#EP? SX"7B+@J^^=-T?M49=LA4/'JK M(/TD]EPVQDX&.#F2@ M909Z:@:KS&#M9Z ',MAE!GLO@S4XD*%79NB=6J5^F:&_E\'L'\@P*#,,\F 5 MK9N'QO%2[_HRCM8DSE)+6K:1QS?/+2/BAYD4[]-8_M67^=+K^S2:?'^?!7-* M[J*%5'CBY1IY3W[WXMC+A$)^<43J^4'RCOQ,_)!\F4>KQ NGR64WE57(0-U) M6=Q=41P]4)Q%/D9A.D\("Z=BVI"2Z?/WC^7G^OPFU0"ZLNVV#4@W#7A+M<2/ MW@LQS%)-:A%OMX[Y)>? WY$T]D+9:32UCY[VSU7X@5A&CK.WN&3NQ:*IM9W3 M:=O*-37Z:RI5'N/ARKFOJ-QA&M?3'#&1M"(.5!-6:WM>6#G/.G1>9/5H.B]N MY$D1SH3LC5/R\$)VTXV]EWSWS=J+I^2/?TLD^2T5B^3/AN.Y+]E9>MHY>=+LD M6F:22HB<(B2I[%#]1 S/PSEIAQB WF*R>Y7]KG%>? &._#A\AMQJBVRK MJ +6RV'9?.;IVC;R?Y?=IUVQ(ME)Q;J(@OE()BB@]Y6![WC.BB[C\E.-],4 M7BVI;7@+6'^GI8?#H4GW@EM/-3!LVE=3L7HJLV]:?7LO: W)Z*AG]=1D''28 M2CCZVW#T7Q4.(IZS[:8!_59+;!N6?NT$&/9&(W,O+/54_:$UV@L>JZ[V! MN1^6AF2T-QA9>V$!':82EL$V+ - M6#ZESU:_.LAE2VM9^*@PY1"8EI5 :&H1\#/YF:[B:@YTLINL+Z2U M/I T!TIC)4VQG): MJE$A4.L32G.@- :EN5 :1]%4'576K#DX]P0(:NE":0Z4QJ T%TKC*)HJL\K8 M-;7&WC5[7OIQ(2S-M3S4G872'"B-'6DMTR@NYAME ;5C4315%V]4A:^H=V6I> MG(BE)P4BJ@FR?O;;8*6JP_V=ONC6\4? 2&)3F0FD<15.78U5^,-7[P6UNJ=.Z M74I[PWVW]$Y?8ELE0&D,2G.A-(ZBJ4JH?&&J=S0_5VVL=N0 M;C2JW8/F]$-5HU,YKU3OO+[IYJ*>W3I,4(\52F-'6I%N;BX:Q=W%A%#[X/U% M:,TXBJ;JIS)CJ=Z,_?K690EZ?FL-U;W.@6'7ER5 2V6T<2%I?5D"M%2.HJF1 MKQQ6>F0Q:6ZM$S])5MY# (,AR%J50ZQ5*:R59G+EGWN40OJ0$-I#I3&H#072N,H MFBJSRH.V]![T28NG](S62H&N]X72&)3F0FG\2";%W:ILJ@,:DMO4#<-9VU^ M:J_'MU8,U(2&TAB4YD)I'$531529T-:Y36@+:D)#:0Z4QJ T%TKC*)HJL\J$ MM@#K?_6,UDJ!FLU0&H/27"B-'XGD*4-893);>I.Y&*[^)5ZVKF'REFLRJ.,, MI3E0&H/27"B-HVCJ@]DJ!]LVSCR@V5##&DI8H*0&I;E0&D?15)E5AK6M7YQ\ MTH"F9[16"M1SAM(8E.9":? Q0$\8T.S*8+9/>1S%_H#6YJI,7T!KS4#=92B- M06DNE,91-%5&E5-MG_NQ%#;4OX;2'"B-06DNE,91-%5F.T^QU1J7)PYB4 L: M2G.@- :EN5 :/Q))W2#6W7F_$+$L_S- 0F91*LP+9ZHO=V[?3O!3?Y,_KW] M=^:%8S;L9^:%6[Q[H,(7KT*0EVTS7U[#!>)1%F5\&/0Z)"[>+E!\2:-E_G#[MARA-HT6^.1? >5,19 OGWQRA*-U^R K;O>+C^/U!+ P04 " #X@@%9R*:M M2F<$ ">&0 &0 'AL+W=O""[*>& M;1PNW.7KC,L+YFRR06N\P/SKYX:, [.CI'F)*Y:3'E"\FAK7]E5B^]*AMO@C MQWMV<@QD*/>$/,B33^G4L.2,<(&77"*0^+?#/I\8'^ M,3PGQ9]YRK.I$1H@Q2NT+?@=V?^*VX \R5N2@M5_P;ZUM0RPW#). MRM99S*#,J^8_>FP3<>(@.&H'IW5PA@[N$PZP=8#/'<%M'=SGCN"U#G7H9A-[MG;@8<32;4+('5%H+FCRHLU [BWSEE6R4!:?B;B[\^&S!R?+AHTQU"N:D%/W' M4%W!C^#)6\FC/,;@?8PYR@OV01A_7<3@_;L/X!W(*_ E(UN&J11-3"[F*$-+U;QB M&[3$4T/((L-TAXW9CS_8OO63JC0Z8;%.6*()UBNBVQ71':'/OA!1%,!.GN[E MZ=.-FQ*JBM-P_9HK?X%VL]"+(GMB[DZS?F[EAS!R^E;QN97M>8'M]LT2A9GC M!1'LS'HI\+H4>*,IF!/& 5F)7[H=KK;*6$^JX+^Q MFO@ZBZ@3%NN$)9IQ=O2(&71&#[Z0F#=<[>;2=,(@&8J(PLMQ@H"7G1AX,!X*3 MG!O! %IJ'0F[X,/1X!>HP*SN3O&6_8!Y7JU5D8Y"7MJ&.F&Q3EBB"=:K1-15 M(GIC+8ET%E$G+-8)2S3!>D6TK>-JQ/I.:M*">TH!0VOXL,'-A M%(0#35&803>$KEI5[)-%F3V:ACN16D276=VLJ7A)*5S&VJ,+K-?(##Q_XCW'#XRLRYF6]%X7 1I#(3XA8^(3/'A:]OA+\!5>8BD3(? D5IF5G3EJLE9;HHO7+;>K?[GG!.ROHPPRC%5!J(^RM"^.^$#M!]DIG]!U!+ P04 M " #X@@%9XG-]1(,% #2(&0 'AL+W=OS%D-2YIE\"%L\^6CTK5LHPPV/G\22,8F^AD$DKGI+*5>7 MFB;F2Q92<<%7+%*?//(XI%(]Q@M-K&)&O=0H##2BZY864C_JC8;IV%T\&O*U M#/R(W<5(K,.0QM_&+.";JQ[N;0<^^8NE3 :TT7!%^,^R>R8?57:R>M(+%\T,6 M"9]'*&:/5[UK?#DE)#%($;_[;",J[U&RE!GG3\G#C7?5TQ./6,#F,J&@ZN69 M35@0)$S*C[]RTEXQ9V)8?;]E_SE=O%K,C HVX<$7WY/+JY[30QY[I.M ?N*; M7UB^H'["- ^>!2/^B38[5>VB^%I*N;'R(/2C[)5^S86H&"@>V(#D!J1N8.XQ M,'(#X]@9S-S /':&?FZ0+EW+UIX*YU))1\.8;U"OE1LE'N M9:P^]96='/VF]N)'+@1:L1C=+VG,T+64L3];2SH+&)(<37@8JI#>2SY_6O+ M8[% Y\GH2F'2:/-'-*;"GR,:>227 DTCCWF O=MN;[78:RHT17S(- CYCTDKXZSJZ0(9^AHA.3,"?R?'F M!K2E6-$YN^JIU"Q8_,QZ MHQ]_P);^$Q2?+LG<+LFF'9'M1-(L(FFVL:=I)TC2#JVEA'D61%%)"5"(,G8K M94_.PN?1.> [KMC/4GJOB ["!:5KV+LP%8'W=(G@7-H4F-4C?'!2X'2WZA1;] M5BV^I(<9\\[I,XO5X;S-;&NALJA*9_,TTR8[.=JJEJ34%'6,?F?)2:J2\ZGB MRJ@_0))F3O8KJS-,W3+KD@(P@Y!!75((-K!P#3:%8-BL3+JCJ%4H:OW'BGKY M(7= 4^LX30$8I"D$ S2%8/LUM0M-[>.^L:_>>QX/ AI7"$#),B^H&HAEX@JJ$7B-JCUZ#0 M:]"J5W8^7Z._MZ=X*@NTWE:>EQ[.79*Y79)-.R+;"0;6RZ9 ?P^%5NY%1\'L ME,WME&W:%=MN/"M-'G[3N #+W3A44<"P1DD! MPQHU!0S;4U3@LK/"[:W5]RO#%K"S('*(QLW:BG&PB&';/^RP*$Z]N.4\\W$)UE.WM^ ,-E]X?;V[_W4HT- MFF>\$LNNJ]J$F4H&LRXJQ.88]5\50;:!0V!-2=G#D=:>XOU48KF?AU0%8)"J M(%%359!MOZIB)T6.[*3>N K+W3A43\"P1CT!PQKU! S;4T^0LM&PO=V]R:W-H965TV!?(Q[TG M]Q[? P<\V0OYHF)*-7I-$ZZF5JSU]M:V51C3E*@;L:4<[JR%3(F&4[FQU592 M$N5):6)CQ_'ME#!NS2;YM86<342F$\;I0B*5I2F1_]S31.RGEFN]77ABFUB; M"_9LLB4;NJ3Z>;N0<&97*!%+*5=, <"3I>FK=N;=SC$U"'O$;HWMU<(Q,*RLA M7LS)QVAJ.:8BFM!0&P@";SLZITEBD*".OTM0JWJF23P\?D/_*6\>FED11>">O M)1$'"8#3GH#+!'R<,#B3X)4)7MYH45G>U@/19#:18H^DB08TZ":L$1]@))444CYQCCZ-1:9@H>HB:V!*].Q'9:\W!>\X#.\^.BS MX#I6Z)%##\U\&SBNB,9O1-_C3L!?,GZ#/.=[A!T\:*EG_M_3O8YRO&K=O1S/ M.X-W!VL7&>I!1&A)PTPRS8"USE5))(SOE%H4:W1'Y\ &'W4-%5_MK% <5#%H MK\)\1MVJ+0GIU((/(47ECEJS;[]Q?>?'-HIZ FL0-J@(&W2AS^IY5]6\A\5 MJGS>:8.YL,E<5$XYARE/WJ8\!T+D:,H/0:LIAV$N'CNAOC>2B\F%>N? G@)K$#:J"!M]M7(9G0C!.9+*:83KN+A=*>.*D?%[2O'/*Z4S]]*% M[PFLT690M1EU\WCJQ!2649?I/6$UB2M M=K5NIP>\;BEY[W[OM(1X;G!&1K5S=;NMZS.GKU2&3$%K!0MB:UIN_UG4B77Q M./2$UNR\-J?N\#HTU*O1[0NM25IM==U.8WC=&O)/!! ($H]&QC$ZC7"\8GOL^ MJCVMVVUJG_F.*M,MA+H2E/DGXVGYW*ZH3M"+AZ,GM"8%M8EUQ]>AJ%X- M<5]H3=)J2^QV&LCK5E30\EMG&)Q\, [6$N1YVVB6%:^^+N[UO(:?&84EG>!-@[M..*YV=,Q18_+Q:*M[&[82^>C+[0F";7/Q>Y5B KWZH_[0FN25OMCW&DEKUI4 M9>D-M?C!D:1:@C >'PG*/OAK/Z5RD^]X**@IX[KX\[FZ6NVJW.5["4?7[]W; M>;$W4L,46S6?B=PPKE!"UP#IW(R@(EGL?A0G6FSS#825T%JD^6%,"?!@ N#^ M6L!2E"?F =4>U.Q?4$L#!!0 (/B" 5ER5T)NE0(,8' 9 >&PO M=V]R:W-H965TSS\SSGNTONX@T7][(4&A; M4B;'3J%4-**

7)=F1508GG**V#Z9,E%B97>BI4K*P$XMZ22NH'G#=T2$^8DL;7- M11+S6E'"8"Z0K,L2BU\3H'PS=GQG9[@FJT(9@YO$%5[!#:B[:B[TSNU4 OX2F C]];(1++@_-YL+O.QXYD+ 85,&06L7VN8 J5& M2%_C9ZOI="X-<7^]4[^PL>M8%EC"E--O)%?%V/G@H!R6N*;JFF\^0QO/P.AE
MG$K[1)L&&VEP5DO%RY:L;U 2UKSQMLW#'D'K]!.''EA \)D3/$,*6$+[40]02 MHI=Z&+0$&[K;Q&X3EV*%DUCP#1(&K=7,PF;?LG6^"#/?
R8T2^I1HGDHN6<9+ M0+=X"Q(=IZ PH?($O4=W-RDZ/CI!1X@P=%OP6F*6R]A5VJFANEGK8-(X")YQ M$*(KSE0AT8SED/?
PT\/\X0&^JX/M(@YV$4^"@X)?:G:*0N\="KP@ZKG/].7T ML"^<__,^^V?O#Y(1=N4/K5[XU_*CE,B,I[YDOZ98^IIBLU<2>U"6J"M+=$@]F0N^)K85 MZTF
VB(I7238Z@$AH:\LC>+0*IKIL$Y\/QK&[GH_W3V@:#AX"$J?@L+(?P2: M/04%9VA.?@-02P,$% @ ^((!661#KE\?! 510 !D !X;"]W;W)K M&ULM9AK;Z,X%
(;_BL6.5C-2IUR2D+2;1&K"7KJ: M:JOIS*ZTJ_W@P$FP"C9CFZ;]]V,#(5"HLY'8+PD0O^_Q>3"'$_WC#^*&$"B MYS2A8F'%4F;7MBW"&%
(L+ED&5/VR93S%4IWRG2TR#C@J1&EB>X[CVRDFU%K. MBVOW?#EGN4P(A7N.1)ZFF+^L(&'[A>5:APN?R2Z6^H*]G&=X!P\@OV;W7)W9
MM4M$4J"",(HX;!?6C7L=N+X6%"/^)+ 7C6.D4]DP]JA/;J.%Y>@900*AU!98 M?3W!&I)$.ZEY?*M,K3JF%C:/#^Z_%,FK9#98P)HE?Y%
(Q@MK9J$(MCA/Y&>V M_PVJA";:+V2)*#[1OAP[F5HHS(5D:256,T@)+;_Q,W M!*-*,/JO@G$E&!=DRE0*#@&6>#GG;(^X'JW<]$$!LU"K] G5]_U!O_N
WJ'"$5?8I8+3",QMZ6* MKCWLL(JT*B-Y;T1RT1VC,A;H9QI!U-;;:M;UU+W#U%>>T? .OZ"1>X$\QQOW M3&=M5O^>TTLT$NSM#:=&(]I5GL_9L
MC@.YM3EZ1XZ>,=,ONBCCXO_51PX)EA IH$+V-^]>9YUU%IDQW-EP!G)KPSGV MVZZQ!S5VB96T68)FW=>5.<#9./Z/EMD]]LRNN6F^I1+3'=DD@+
0((6Q1%=F M34"3'D!#=MO!4&YM0,=VVS7WVW_(&#BBC(:YZG)4:3K4(@(G6$TZK+PNJD%; M[*'H=Q*7WP%02P,$% M @ ^((!6:4+W40P @ MP0 !D
!X;"]W;W)K&ULA53;CM,P$/T5*T@()*C3]):DDCM+K"+M*NJ%?" >'"326*M+\%VFN7O M\24-1>J6E\1CSSES9CSCM)?J43< !CUQ)G06-
<:T5QCKH@%.]$2V(.Q))14G MQIJJQKI50$H/X@PG<;S$G% 1Y:G?VZ@\E9UA5,!&(=UQ3M3O-3#99]$T.FYL M:=T8MX'SM"4U[,!\;3?
*6GAD*2D'H:D42$&51:OIU7KN_+W#-PJ]/EDCE\E> MRD=GW)59%#M!P* PCH'8WP&N@3%'9&7\&CBC,:0#GJZ/[)]\[C:7/=%P+=EW
M6IHFB]Y'J(2*=,QL97\+0SX+QU=(IOT7]<%W89V+3AO)![!5P*D(?_(TU.$$ MD"3/)(!D'C=(9!7>4,,R5,E>Z2'>H@>B%''5T^C5#1A"F7Z=8F/#.Q)
<#*'6(53R M3*@ENI?"-!I]%"64_^*QE3UJ3X[:U\E%PB^=F*!9_ 8E<3)'.F1R@76?_JCUODE]ORAXWM02%;(SJF])*MVJ(0^IS6P+3R;&]A#/DWQX50 /FDF
M#JKV(Z-1(3MA0E^-N^-4KD(S_G4/(WU/5$V%1@PJ"XTG[VQ<%<8D&$:VOC7W MTMA&]\O&OBR@G(,]KZ0T1\,%&-^J_]02P,$% @ ^((!6:.%T$+< @
ME H !D !X;"]W;W)K&ULM59=;YLP%/TK%JNF M5NK*5TBA2Y#:=!^=MBE*UNUAVH,#-\$JV-1VDO;?SS:4A8YFJT1?$AON.3GW M^$#N:,OXC<@
)+HK6;;(LF@P.*$E4#5G27C!99JRU>V*#G@U("* MW/8<9V@7F% K'IEK4QZ/V%KFA,*4([$N"LSO+R!GV['E6@\79F2527W!CD6 MHP5!#HG4#%A];6
">:Z)E(S;FM-J?E(#=]U'J/L)-%_"W:U)JS#'ZJE*VN-_%G:LD MH<-+D)CDXDA!K^>7Z/#@"!T@0M&WC*V%XA C6RKM6H&=U#HO*IW>$SH_K>D)
M\IUCY#G>H ,^V0^_A$3!70/WVW!;.=;8YC6V>8;/_X=M,R@9EX2N6H[]_*S* MT96$0OSJ:K7B'G1SZ^?V3)0X@;&E'DP!?
-6_/J5.W3>=C7>$UG+!K^QP=_' M'K>" 7^"04%V]5V1#0V9?KUL8M^/7'V>F]V..LH\+W3]IJRE==!H'>S5>DV) MA!3-)9;0&<"]\.>>2D]DK4Z#IM/@!
<,9]&E#3V0M&X:-#<,^PUF1!3NI<\/0 M=X-'X>PHB]PP>"*WG:I7 OQ7-/IB>R5K=ATVWX M@@$-^[2A)
[*6#5%C0]1G0*._7HMNX(1.]"B@'66^$PV=1P&U=V8&/:]]P7Q% MJ$ Y+!70.3E5$>?5#%1M)"O-&+%@4@TE9IFIL1&X+E#WEXS)AXV>3)I!-/X-
M4$L#!!0 (/B" 5G#N7!^60, /05 - >&PO_).??8O@YNAY5:T,>G^DZ0/*&/"@UUA_2IUK&\4XR6.&@F_U_R]3M.8BLE=#!R
MZ":;JRU@+DRDBXGL*AAZ4)?J>)@58ENQD6\#6I_DU+LG?.1/"&=3R8"5D9SQ MM0UW(3 K>"$]I;>*3AA"I'JP<&A[L(MJG9R)0IK<-H/]/:T?WP,V/3#
(.&\, M=GT;&]+HA25XDIWS,,F^ CRZO;MNM0.YY*LPV[/WQ+,32>9%C*ELDD3^IO0 M>,AI!G8DFR_@KHHR %"I(M>-E)%Y(8CQL&'4#2T[HYS?
P"OF9[:COI.N5[+Y07Y9Z,+T87/1:TDSMC+]5=88P-1# M7)V4)5]_YFPN"2L+;IG7MO^59?K'CJ/]:ELU;9=^PTV-];GCK)GO' M8#(^!I-
'49.#8S"9'(')_JN]-9]C,CP&D]TW:3*HSVNM0^'.D;")>G#'T'OD_ MX"C/MTF]Z9)QQ43=6[TI>+1R5#+*S+5?]+NZ.OG4YJ1)5>W#3CRM^WO-&7+
M/&F>NH:)J)_:MK_!\,*X.??K7$RD=$732=V5\ZEI>KJAL]87$/:1*W.Y$8QC M,3<"&)8'-]?X:N,5W#O^RC8?$\%V__SCO\ M4$L#!!0 (/B" 5F7BKL

/4B'#02I.NX,+INS/] ^L6@^QA&R.,!&H'HREV! J3Y#EM7:5V\ M:3*X@L6X_8F>3.#T[\[[5?1_0?*7X#J)0"BP,"I:%XS)MO4*"2FOV'17/W2U
MU='6;+GG29JZ0'/Z1=[/0U+O6"N @:2/J8*S<96IU&^P-(85HY%0;V< M6/I[Z,7L(NCW4>\D/BS;$']$VWJB**).*Q=7)63WGQR#_U^X4+QX.?JA:I.
M3E4X9AX37*TD&R>@*IRZA5-?+9L;)YD.+X :) \KD845@L7&3.MM^62CS[=X M#X0;UKEZ5@W8 X$B&;,P?
N>527R]Q:L>E:8;K)7+R8>U0"!"6>KLC7D9^3F#H]^:$,U)[..&*7 M^8?/^7$HS^<#X#=]GE\&=!(NG,G@J$I_GOH/VU+J0\PJN65OSGYNPT^?EK\W
M]+:EVX4_26VY\/M5CY+UMJQ8I1ZU^GO5TJH;U/KY;:A^M[;DXO)E!:?$4I?U M(4]'60MX7N)]*8_&"HN!V#7%ZLYGYKE?1,A=(G.SSP"P$-
A0N;39:V4VG\3: M\\^8+=/B>2_X#&I09# @[SHUR)Z'[J?#)#CJ&#9]8"".(LMJQ8&B\!>$/P?/[H8.QG5ZIHBD;#>GR=80Z ,0)I\ )QH8"'14S@@*, $:Q
M8B]')$ZZW5UC==QUX*>Z+#O,/@Z#EY!%T4I#98NZ]N=9NM[>T!:D8DY0D1-$ M4ZFJ<]>)M?PX4PQMZ.I1,88P/*B+NK[L6JT'0\?>,-0 AVMGS-
V__'P!;KY] M&$T2,2$*^O&;L[QAV(HIMC693I,I-O0$J9@I]%;'5D2[LNKW#3"U"4/VAIJ/ M%6/(:'5,792-Y1/F9*4> @L/_;[78UGZ_&BFB M:>TM4XZ;-
N5O;.VR/)L$$;V#"4M8\1H$D;.W;3D5, TIH+T MZWT,S)5I_;.9_6?%"<>U&\Q6QY!TT:ZZ4_5F@IV 9?KQP'?4G!#3@NV_)HN* M797O]*#@.],C,]^P1NML-
6R7C4. 'R_U9Z=:/8]R6:E2^05[/%$F_F5E8 M^#QD^ &XZ&IF?5=R6&GFLEL=Q3!$2U_>$F[?EIPLY.8 ;8-LK@MHE@1 DRU1
M*^CH>72@G;N9_5=/G+\%ND?&?2/;JPQ]$_! M(MO0-&3=_+'OA6:5*+W?(,3<)"$V7*R'A;;:<'-@D.W]*YNDX\D)^]5 M+VU:G"
[+=]Z&LHCD:JMCK>F6@?)TPHJ>CZ/Q63I,WF>8]^;#5Z6-\O#R+TZ$ M'_\?"X,U?
2^]:/:^Q)J)8_7'GH\.C8(6Z+U,O&G%)^*DK;N4U0ZT[9K8SK[(P,H9S#A#L_ M=OP7WF^$)YY'!<7JJ5%EVJA2ID:5S1C+,1M5YJWYRK4C[
V8FPS90_^K!S*3 M?0-&<*>LEG(:']AR"P>L?+2QA4,M&Y1<9GA3F>%D,N.![EVPO =1OI;-_S4N1IAT>.GB@54L?
F"'WSE_H:]G6ONP(=WO;QOG=VU;5;^R:4?%DWLU!,(%7E#"9@U>Z6= M3H'9L/N3#5%3EUV$)WN:PAL[MY)K;F,.EBNJIU'/(G6,P4+::;T[EJHI.U37-
J,T[Q MI%"3PHX$WIG)HRZR^ MH1Q:Q1:A)6&2GBP:TG*6 !5$^X@HJL:8LB0\:B@JC6D?0;"J%U;E[1!+4K!>
MN*KNW=J)RNR5._NK(]IEK7]Z,S[(1;DU"7)AC/OE1LY>+C1$J7*W%Y-/_:^ MATN &)88MDJ&KU%H=0U2-
JGJ%$@<3!Q,''\QTUS$Y5#3VW_[5S*X%=2K6 MI1Z>1C:?U39UM7F)<_J&;+>3'Y2Z_N4?)Z73K-KQ33/TGD/'99R2E-FVA/@-Y9(KMXPPC54T
M*;&-0%2E32%CPJ2H657U\")8G3:LN#9>1HF, ;"]>VTW*W.M:=JVPISR4VMF M5 [=&]I]5JUY9:6JG/+F;+L(17N@J"K5BVE\HJY6E0-
$L#IM6.VP$89M=\<6 M)6-OS=RL?? 'R2FGSDQ'6I93ERI'=C7]J%C2+ I/(_F3!5L*8F%B87K8N&J
MK$V,K$JB+2\WS2&F)J8FICXJ4^]BZV.Q(UO4C:,T.STX ^_>,E%9*HM+1?VW M*NH_V;>4+.J_H55;"O-AL>Y*WRAO!W9C"G8+-
K8%W=32ZK+;WP7;+M+P2-O:56]\#@;>5V[U M;0N/>1.#!O7%V*>?PO%YCJ-BBX81&_L(K)!CAQW]K/6(]%F-E>K;MUX-
RMXZ/16T6JVSG6GZ>2JMCKFD[U+B^ M=X=EH\K[NY8GB(K*<3ELT%B"4"-":D2X52-"85YQ[M22X_^S]Z;-;2-9HNA? M06BFI^T(B,U]L>_2FRO*U5-
TQ[\L-B$B*:(, "XMDSJ]_9\G$S@5< M00HWYE9;))C(/'GVU5TUDN-+&(2>2%+<9QYY7#RK8]CN;CBKX_C2?,DT05;Y M!:BV,]:(SZ&[49_4*XX=F7]
[6B74M?MLI=V2Q^M M2G749X6(J\L73P7!,BZ.*H)WG\5GYY&3_#_"\%",H^\\\3, D)\(L5H_>[9 IW7-QB&IX2NL^_@J[!?Q.W'0TH30Y]2MG=OSUTG5
M:PBA7Z=0'Y(04 H\OKJE\1^+6?5FKQ8$A\;_02T(#H[_Z.$O30%#*KWJ5:6B M[W(EP+"6 (>F@"]N6-X6&.V) &H1L#)I?
2H\0:/*:T&P&1F,;3EA(Z5(4[K"LLCU"^L==>K; Z+Z-1N],:C0>MEC$<]EJM MYO_M ZA6)U\-CYA$2B_X8 'OL<:K8SI13AQ?:+^AE8N!_R8 N<3]7'@ ,N?Y
M-V'XPL]'M3L=1F0 +0BQ0'Z&RV5BW:5>GGGM_01WXWJ_6C[(4S_T"L+KG7;! M1MKYC?"*A2B2^CN3/)!$G_CLN'S!Z=M7RW_3+OQ-FWZSJH'V\=
(!'N,\W[_Z MFHWPTN:@G4R 9EW*I;3\@%(&0!>T,3_ " 3EH(S=:[@3/J_Q#'8L)5=J%%@4 MVA_(P4SM 1_WZ7D+(Y\./6_8]J*AX:N3B]++
<8&Q'9K1GYB,XTXFUEAH)4Q MOWMJO.!O53R*MPW+SVBGX9RR55$, M=>5=3'IK95%,PX?\AO8)&!NL*9-O_>B4N#OZ?$X-'.!+(] ,3*!(96+#L> , M
B" *4JP(UV!E")_TZC_L=SXUE< M/P$A_[@F8_\:"Q^E=9+% 7_+0"Y[Z*5'FTP.EGC(J@?H3JY'-_TAQ$ E M/@5[,BJS%VWJ(O E/Q3IU3-QHUAC@QHUQ*7:?
=:'5Z^TFIZ\(&5J?4E1EIT=Y; MGE^O[,N7?=X9[@E2^]S47B&U^GR[M'\?G5/W=XK\:)P"H'V.:CNT3G.3C+3+ M@<.#]7,#*!Q_Y,+^!ET<>H&SV6B)!?
8S^^8,T!\S*W>E]QR$I4P_O\$KN1E(M]?6_Z>O?CS9PUK.(5B3JUT YW>B<$\27[M-&)9F@=?;])6;?9XKB<^'!M'L5 M_2JE0X(#:DW;
[N]K$G@%>HC6N'\1N-\Z..[S$)#A[OV0:MRO<7^ON']PU!^! MDMW16^T:]6O4KQ;JMP^-^]TF94&-VCL73IU7UO)+IZ[76]AI6S28/!-I4WN
M$R!GSR+66$7;])L[\M6JTFS)LTW29J' MHLS.ODS)FC)KRGR3E+G&Y-V>-+O[LG1/3)K;MWK/5^D<-DWT'P:L@1!)9(=B
MG8(_=;W@&G/JD]^D^_O2<]E.HTOZ?N8^[G!JJ.,&&G;+PY-DFV%6O1O^ZH:4 MJO)A:I3LGMM=W3SW#\?#1&N]1\.9N-:7)?R+?3&4[BH^R?
14J^_<6P#6MB=]MW=UT^LV!NN;TG,O=K@ RX_ZR7,;SKFQX+Q@R@G/)QA3 MO0@5=" J+$2 6*@G7AT0:;DI9J=X5>2+O]4F-<*['&MD0)]@L+_
MX]^&[=;@8T'R//:3+7='Z=OYI]S'+6\C7XZTR>4,\'(&Q9=#.%9X8D7(FH=E M6J'/Q0(S>#$2-?YD[@&.PP,OAAT*!9(,"#0;A(ME XM*0R//!X$9/0EO)2M<
MXUK/ .M7>8#OL/]OPL,$H(C#7;=C\ Q3X(DXW%\R>+MS4>IO$A*+WPW@B_" M2RI*NJ,-*TJV.76\I]XTWN<%E&_14A3I]YVG]!-
,TC"H4PUQ"@^G+2:1550-: M+J-V/R"HTR7/+5VR[EG\QE((UO146:E-?)/FU5Y:%?^+]-8]9>]^JF-=@'^M?LOVY3?) V MQ2M)X-
']17PS+'.G[L2]'O80TWN=-S:KY,0I]RI6O&5;US>1B%3NR!?*!\H* MP]+TWT\W0_:W6P>!D)V815;U^2\">90[LA59 [O MCL4=_DCD*GW^.89'R^1()5@%-
B3HZ\-!7E78/%Q3ZMYJ_2&O/ZQ(1=AKC_@W MQ4WV"9 J\IH]LIHE3*8T,\$.#[V.WN[NR_JN< ;TIMVK-QR T"T_ &%G]*)U MRLTYT 9E1QS*IZ"52,%>J-
\I_[>*#]2X(OE&,X8>>2MYQG.LY"VUA8C!7CY M@I;HV2K/#NZYIQ%1[5&GD6>&FLH]-YZ?/?&,.:ISSP+LGH,R8-#K$@G2FZ:;ECW;G31)
M,,>4YD68,M/4>!9%R:8XI"4_^NTO2Q%-,T/!N>#O\-KH7_3%>QZ2P%GW<\\% M7F_ZVL1S9W2_>*^4 2\3->,?ZIHC"#(XI\?"'\NR 2_*^/7EC(S9#):A'M[X
MMPD'C]?%8A!8BQ+SRV%/N[FZNN&;/,P7.$L"+ CWTOC3)OP9=!MYF"O\V2@[MO3*T_)BZ2\HF]1E=0L<78Y .IN9&]1]^)D^=
[I%*$&8&E6:X$6MH]2C_L*_# M0C:80IHP/-L"I(5<2J']<._%*K '_#&,5\._H7KXEZ>7?C$P0*,!5<)J8D< M^,<=EFK0:[E(0[VY0V]N)3 \>E)B>>;$5:/I3C%-
CQ,T+2_)<=5$F0]_X#- M R7*EN> . XN?0AO\=&_XT(AQNU&KTR6 M9M&(%S4BR1AC\1E)@5&0O]IA],$X P[!FQ)& 3B@DIOT. M#RJ^!/ -+)MKOD -
ILT]A3Z@'Z"#W#HPO!<+$L=3888VUJMX!BJ;P&] TYD! M$[/X\N:>& OZ!G\VD^48Q)8VJT"L#+7]EVN#^>;GL9R@+$&,PY@(J@!DG(^E
M*O9@)2]%JX'\C"X%R K/]W5-Q#]O1SBR4L%,>+ EUP7B+_GL@A\;&QY
MXW#F!XAF<9G$LJ%';W/$42<#EGK$T5L8<40V=I'EW5E5*'9"PWLE$K]KO3]! M=:X)#!^8#'(WE**."3K7GZ'AH=1YA^H9\27YE!^"MI!][+U>M.L3
5&SF/V# M;H23G9#'XT0FV'*LOFR@1F%M/_!\])\'RY5L8.UYFZZUK5Z#"7K^%*38(\OJ M7Y$W%>@VF(Y18,0E)+ROO7N="M2K-
=:TJ20<;"+D^N_591JH"EFNN=(W<* C M?HKWDSAMH2K7QPS$_'$3)TH?'7 3_^TZNIQ7B67R\(D>XT52&9+X4"RA#\BX)#7MUWP/X%J@>=WL;&Q+
3X/NXH8I869[;CL@!3U^.#-K[I?1L\3J@ MS2M8%V O%Y'%\.IF KB?)XR4XBDIG(T(Y/"'/N%20B]WVM&RTRYA ^K@8*.Q MB4N6F?
R>$;N4I4P"@>B@@'?(1@!D/,KW8GD_^8Z(2Y3F#+O#O31GO;D9Y MWW+$&,#B-\-Q!)H=Y:MJM9#S>DAN0XK&)?&9SGNEF2@')-R [?-!,WB&?L89
MV9WZ%H;GEJ9__%(R_C^":-L4YF0-6.3DJ!+(N^_7NW+ @IF[A'GLU-G2P7C8 MDWQUG8BN4LX
8!+^V+.>XHFD<\,SGCUC/O4UX\E]$1R5F(D@*>64,K.L1]5Y M>5F!:0JB"@XH1_21;((TX6@O,/C$;%8 V3< A'9WIVMW*$VS#.O6\=![>X[
M,3JDL"\@MK16_J_H_9?$ZHPIA8R$J*_ ETA7Y=0;B16FXY+/_(M_^1DA,W&78+.+80,.B2 YQ/ZX$ 9<'R6,6<70@;4<@1+\LCKZTX "\GNR#O9 MDUR??
&./KO>2MC.9@^ M1G@+U 0K"&D=SO#S@$E@+EC"&YU4+ M)([I*R:T*HB2H?DREP$HLN>;2&5TM=,5)KP?W,X=OQ\^(+@7@;T-M-YK-D8; M!UX* -
K05G8YR74BI$!45;U.T3Q1>@YY;C'7RF$ M%RRB #1" .-3L@$A.K1082"6]:2Q#A0 F=6. /%P3(CD::"V\MA#%_L)]6!
M4>PVOOQ']]:,VCC"INX<>#'*&=73T;^?Q!CI?^?A[8]N+C\BEP(QZ%S=#/N- M?!%#E#^#5EL$7_BW@5IQR*>C&*':&
($+5%ZD1(M2;LOT8#PK3+PH]2J)PY>I M9?7VG*AW<&4*@Z"P[^8>DO':O:V3\?+,HGMUTQOT5F1+[3G;KN3FRV;F#'I7 M-
\U&05W&^H2[7J1R]I1&2^X;]YE##)$.G-5Y.3NO0L&A$W6_38".[?$2>6HZ M@U 0R5R]=#(7*C%'S^9J]PL-B'WD<@T&5S>=0:-;H+<=-94K MF[.9R-
YD)CAD,F&$OJR/.@!$CN.$HR+E6XC]B4_"=E_UY?RC4/X.RH4M@&4M M8"=%"?$3"RS^Z_\5GEN$$<-RY4KMJO!
(&QM=W3AN#D_SB)ME)6X8H$N7G/'+ MFP4?NR;X!7G1R\H/X4^U=E&N#TM0+$WT*WK-;*G6O M2P_%.E+^7*WU-QOK$Y]43G5\V:2Z^.1%-
EM%1VU?W0P:_>4'+53>HHD'A2H< M7;2Z78UW("\YNF'TI5BF\ R5CKP+_J^[_;508AIHE2TP&G:PP*C3;JTJ,$+' M+CK5_- .TL0?
N]VXN@I.!'@46OZ4%#G06;9P.N9AX5O/#OPK"Y2_&Y;C_P;O M$/Z]\SGUZOO)-N56PRZ@4KO17CTLA@J)>'*$XIJFA8&DU$@48J:&Y:6'2ZBB M?

DQMGX&:*YC/'))9?H%-_ /W4!H:/5#A>[T"UVMZ=DZ4%2(5L/2)"]CE_D_\ MF^L\XS"1K2X=K-OVL--8-H V.F:04L2YUN)QXUM& P]>/0YM=BXOM-
#G%%Y- M /*,*1 %58-K,Z.=R9E*IF520"0:(>3[[EC&6Q-F_$1P,2)*QDX0I/2 M$Q.;K,NI2 V]B?O2Q\C)5[F"NY\)/Q\NY^=I=,9[,FS;'3,Z7@[7&I7C6IXP
MQG^"V+ 2544J*'> TW+D;+EG)67$WD\X:OY)[>/O'DB[LA 988Y@O[=N!EJ2 M@+<+IU'=P63BBT"5SZYX6$6*,EJ6C"&[*CEW=V"FL;NQ69@S>"MX=
<4SFV4OL6N;;9.*G]>2-3<&8 M,Z?4C4+]XCJ3KA/SL0M,W%FI8]2N].3>LJZHR"=<5E4?'L+W/$+/6KNSRO>\ MA<\2-
%AS<90'7'!/TG'*N9_&SE>TO2\T?]+^U4VO M2(N,CLH.7"?KUP4(H,-&QW^PT;A?Q/NG9P7B?C+!G8/\ ?N3:%#J[I] M\<>4-2C]M-%
($7GQ4WACRX_[=TUS[644A5K%%2&Q-GJCUD$:646Y3R0'?/1\K_)U M+[/ ^TOR0];XV.),=3;!'UW)E4D$<&E(%%D-$(.,QRT"_PB";55 @P^88UV
M24D)PKUQ?"9SD;Z8_F%CS*-FT#2714\]GS#C4E"B5Q) . ME")A4I!BI&>_2#AD=-5*-*=U%=B)E0Q$%R/D">N,>SO6&7=69DLDF%>(N.&
(AL@39P"SJT4S< MVO!EV^-LF^-5QPFX'E+%]FF&#QS+-N:^^*#^\=&T_+EM+#Y8#FV3?O0Q;;9A M+#PSPH>L-
OXZ#I,WFAPJEQ/$Y)OEUPWXZF_YSS%IJM4N_*K9:!5^OFRI5J_1 M:@]++;7\\UZG^"7;;&K-4FNFKJD92TV] M94GKN]S&-
J/_MB38))^K*>$2**'=;1Z1$OK5HX3+'CU*4\/@ZF:H=PMJS4H/I3Z6.,B\KE#M?;/H MLY:5[AE]L!*NJ7>&%<"?
RS4$/J5]1#2;LYY67D\K/X(-4K[F.\$<1J1I#7MZ MI[NLVO]==(0#!R*W#X[9.UY'!56P4H*954V=#4:-8:]3MG(5:?3Z#0' M>PL2])<^W=E<%TEHA"_
<9JG=O7S%-JZK=[Z!#"5N$$6LT&7U-[ZK\PS4;1C7W>'P;Q6LG8,A>N6)9B]X M4^W;[6<&$1R$=*H-@M[N(*BQJ,:BC4%0&6:IOI9'Z;#]4S7,K]
[*U=W9SBM7 M!C>/;ZJ< 9MYD]EHGUR:&)%U^=2Y:9>9D;,F+E3@%5T[#"+A=VY?W5!O\/'
MBF3@U)A[,9C;/BCF=BJ(N74698WYB/F=@V)^MX*87V/N96!N=PO,S6,HYKCW M\YEH5>++YV_859>(;CFQ,>J@]%;SC?
>JZ">!>C_YPE7&SC.V!_2+:+!_=3,: M[9Q7?X"4XK=[PVL4XM4WO+E^,-B;?E GE%<(>]8HE67YPQ#YP[(I0#5_J*#R M5?:&<31,*]^\\?0W?-9:V-GXB1\Q,
["N3JASGX_HA;YUJ)@I*F+*,:5VF+$&I"J@GI@$[Q+"%MK/VW6_OV#M:5/C61OC$BW=!_OU[:M?=B9)V>$&M" MJ@GI@.&$]834N;KI#I<-
U3@C0JJN#;RZ8J^>U?+?L-5IG5I9?+SNK1RCZ65=0GCEDG##];/#0H8ZZ+#NNBP0F MU8BV+LNJ MR[+JXKX:BXZ+174175U$5Q>KU<5J=;':VTT?
[QVR*%=%S[4F'L@S,V,Y-HW MYO8JB+F'#J[7F'\6F-_M'Q3S^Q7$_!IS+P-S!_LH5FL/KFZZ_?RP\WH 15T4 M=GH47Z-
0;UXRM+X'<1M'".BC85TS5B$$6*>7[JEFK#VJ:\8N$'O6Z7;[9!^= M)K./NJ2L2@BP1D4J65+6:6$:WJ@B-WRY7M.Z=*O.P3VV3W95QZ=D81>\,$" M
]4:K\YZHHJI[^+%M5]P=-DG3YA6H'TQQI9M!8O-)Y =YUPKZ[[N'.UW8Z%A M?KM.4]0^N3/8U4*CW#)A8H*3JQG:F,]H/'M"X%@Z[=4*IO"YOW!,P
PD:@S3WWQ3*%CZ(&?R <"_[ABW&(R_][.>H;IJBOEYM4".>[MG_!]J.OXM?AIS<+9+ZJGT:2Y3\8:]', 7*M6;P%<"R)'Q&)X3/X.JFLQX\OHAMAV50>AOB
M$(E"980Z :"=3Q5M$N.(MX:C3?XFWX&9NX78\!DD%"W\11@#LX4X>ZS>DAM)7@;.!>VOO M0D=R^Y<8!VJ,I]2RY_(R(>@NPS+
=/9U(IK[P;X&L@>TW"5?R=[0(;W@C@ M,V"X3T(+?>!_>/^OKO>#^(4Q1^E#*/\L'.'!OP$@%\"]?P-MS N;4
MDJ35EN,\%4I:/K#!/T/+X^F<X;SC,],/'>F+45.P)4GX>7Y1*KUT]W7+YLPBC]HHXH]?(KV\D6(;\+#C&SC M.5;WKML1.G:;5S?-1CN?
CO$7A%#IO;>/NO<6[KV;IZ2_($,"?(5=ZK ?T'51 M=],H,SK!HLBY,_CHRYFNC@B T8-.":_3J/ZYH46<-TE'!4J';0/I&%Z4=ZUK MH&(4OKX)Z:*:Z"J M Z?
1X1'YS$281.83.+1?_.S<#OWR^-%9@Q_I(<._&+[E/\SA$.:]\P\#F '(MIN^PFU8A.K01'7IKT &Y&)P3#HK2Q?Q7Z-.L7A!@VL/]E^]\6%/@!P1OB3)/
MN!4$HP&?B.L9UK/&6?:PON6:6*D>TB8=$#:-)H%,-'I,@U KC%@F[Q/0V-C M _Z)()7
7=>^CR]0YZGBW<*&)7>+&E]]H_Y%ZQ*WLA/G[40+R^>UJ)@N^0 M"1#Z ;ZAS8)S8%$KLWYJA=@'AHWK266=]2VP\%EJT36S^0,KO0K[1? :/JYH
M"Q\U-X/>Q)^_WR<^# X)XS[">'_X,#SD7L$2:1?B VMNQGP.)CZIWQ+J20IE M&1"QI0@[RLDSY0?"U4#]H9>!P/#@4U!WX'V&!Z/$NV-
7/Y)3:3%$W/)'28T%I?X8[-.#T]" WBLWQM,BB1]_!8+V M?1$LL^*0&,"D\+4Q<"07@ *OFDPLM&XLX!BXL(.V&/XQ=E^$ V_T48Z,[9 4 MK GGLY!]
(+^6&\5O,\;A#%XE+9@9(#Z9VM+3,&.SEU@8.@7)CY-'YZP(XH; MAS8]C)A,5EN\K$*(R#+*GG]+_#B1A^QQ)8HDK1'F&:1-XA4:H*NZ8> '!FO% M;"
B3IDA7[)B#"X[X5H#'1UQHX;V7^XK7@![Y&9H"^.[\'I8!39"1!MRR=ID M2\(="%MX="52)359F32(!?UGJNM5CAN/TK9YFOE^DBCV7#IR6"-H'7J6P"#-
;G0W,>*2 AZBHP'?[@FF*K@]\7,, M4OJ9N*HGYK8Q%IFW T5,R)Z@2T:==Z'-,>.,?0;YK?HA4,^R[:''"FT"4B#C3 M]QY,+:>"-SM:?K/4(RR%VM(L>'I?
*$Y#!X4*_![1&%C-E)6C2 IOQF37LS! ME[I<=;3BE$$G>726&^D(Q5@U*ZO)I+U<[4W +8WM^\D?B?-^@N/>.N:M\@S&
M!O&C^TUYY.YC+)$>RR+]IX<)JX6>!HF;JWU])9&7[-4$^A;XIZK,WF^)<6"G M)'8+=IIZ033D%?"H2(+:20F\W'&1D7B;A,@J!:05[>-
ZJT#HN%+JO8*ZF.)Q M&ZA?#>VW7#1 ,N]5+B)\$V FLD^!)T<64+B]1OX>"E 73[I!*SXP_U?B>VNX M?WVW9,
2R9DA,&RL%ANMK#46^PI]X%&?"&3/ CB'\'^U?.!U/@C11UC@%]L= M_X@94;ZW('R&RPO@6G-X 7!&@;T48B4*Y4/J!5J^96?RCI8T*>37%+R\7=BZ
M<$E >JA2-RQ .*['&(F4?8@ ?J?^J%6?WDV7:?V-['D$U#^R*?LRGVAL+!=6C'U) S M7C8^BXYJIB!M%\E1ZTN]EWZ..(;.AI0U%IMZP#L#7J6AK91:P
E%XR9("NT MK&=:}6*P8_F<;;PR0_+$,P9G&!T3-A'LCU;Y52"SF,F0-=J-Z(^, M]OR97W)K@LP' F+$!M4[6E1[]_GV^WMZE=HP"#W'G5EC^A!^8HK$QA+[
7+C M544B:%:P*?SX5L]&)@WD\F%F>)@O8/D'? "L(@&[D+ !ZPL?LOMY_>,^H7 M 2P"$7^I-IV!(8-,I&\!B]N;0I,1/[MR&1!FY,%POG<7B33!>,
[3MBH>,G\ M[MD3H*J+D64O>C^QVQ"V:J$U^^P"9W*DA00,QB?X(3$!S9(PXR"3[ZH8)8:% MIJZG6M$HRT@"(;$WH'=O,6>E =AX5F2J6XTVHZZ0I;
(,93!^CL>9'& M/;"YGJ?JIYS%2DE5> 90^('&*<6*#Q)[@DA\"<<@YH$1'S>T3?Z +XN8)G_* M.=-%[%M%#)B@G DX&!PCL"/;RG:81!1;379S*V-K5:?TRI
8/P0>!@Q!A0@ M_$0/B =,W F21UK*B$@G>A)T(V- 5)_'!4J;_,5R[:B_$;E1$/AI%SFJ5G1= M("M1J 8LY T;Y""NLL$N6#KD-@!\PG=!3>-H.;N.,
(G#0#TBO;=5A)UR3"QP M:5YI UHDME9T5J8M_JDZ*87HW%?'=@TS226^.PE>D>-' <^9\2.!]:A?V:0) M1&'T3?CU+R$PRA"_NG-,@! F$\!V'S
S@;SHMRC(65M)W]@49"I('R1%EL'(M/OFL[/U9LS0L^P(&L!.@(NX+>W)M1LY@Y+EP< ?/-W<1%U#?B.ZJ *;IW:Q: M6OFF@&F$T?
DQH.69RUZGA(J2'(\DHY)"+:&*$+(!KKB@; "?$3;\UW-!N5>L MU'(X*$HNPT@35ONB2XNY-_%AA0-3V..KU&M@)5_EG9)^]JBWTMY*0@!C5!2@
M$G@.PB&V+ R;Q 6_BOL"OU06KO9&L57L/9%ZQ!A@U?3+))VL]W&]1_@999X!4$UR=H^$_3F18KE9NP ;J1 -=!9^T99PN2"ZP%*8M"*\ GC MR"R7XJ-
E?,61JDZ2$HRZ%\L,04A'2?Z9Y]-Z.O(5DNC(!MDRL2DW2&K/4DBQ MR1GM 6V1>1C0J6&7@&,SG35WM'6(FR)\% Z"]/J!:A.FC.%"KV!7-P U^"=(
MAD^8?@BX[SX[B(W*^EUK"\K#H0%*YDED72Q(?0]REH21>6?*:"!SDM,PT&13 M9D;*)EF(0-H\:(!LZ=UL5\^[^7>59L;H!E0G9HXU4?
Z%+4/L!RXE3)'F7_U8 MZS5=CL@*N*U(&O*7E&EF9^(' >..QVI?+/;)MI:_!YP@!0%@# YKK)$7 MZ$4FHD86.UT.4+1+*3IY88M 2*#X(FF(H\ULQ)
(Z4K02D*FF0EID]QH>$2XS M!5G*1&FO;%DE;*07RR>$1LYA22Q?4"9/?)72'V=;K,>30)FDU7>J*)78!M(9 MTR"1NY#S[YI\8]'>,'?
51I$>LO\%C!&08%3GC(90S*04OT&K0>4#RX0\SIJ, M%0V9/!.E)9"C,D6RJ=Q3S/^3DI6,%L &8)J!ZY$%R>IA]O?*.2D98^A8?\(J M6*0]>"6-+^92PB&F
M;@52;N##I']$Z9T$4TX<59":&U:1SU7FG"9\?*OX6 D]-!< CZE[(TC.P91 M);YYYCF1^$IQ@8QL^Q4,QTL#QF6B(;K']5!UHO)]!Z!AE] MH[(9?
0^!._XQ=6V,,WW^,P0C'A=;FS*14&Y39I%2[/=7P ;LKGNR^H+.=>=[YVN_1\N6DK? M2:7^2FGS]Y-_8++X%]?[#!M]P'WF*PN<B886E%6>S-&/^"IKB-
R2>T: M[I3JCNGTY%"S64_? #J_[\ZHSU#)P\!X%FM?%$C <"/(5#)ZKO_8DZCW+!9 MBMJ2"')6/KG;!);28RR;JC\XK0"[$X %E2_5B]WHKN&1N_[76 O/=
9A&U&= M81H?B9J"W);1D M]P1>&KD2:N]8X6=PU?WRM%):N#B),6L[FF3S1= VDH=BIK44C*ESK;]X7)-* MX*A@2\R#G.+\XD8Q1JY;\"*1F04%]B
MF90_]JRG7!+N7[<0>(V=*)I2I+GD5L=^JNBL 2O#YG*NU./2(PZT1EN6%4E; MI%3KP-RI""QRB9/WGCJ;75#6;%
(YT[X+M*]E$Z(O;,_>2=4DIZFM5RU9T#W(M L[[24+DJ3>!A./WJ->0#EZ@:PZS6N7&4#^V9(N920HQO2I1LI:] J7TZ,5_X
M/__:FBC"YU8#%OIB/')X3%R,)_L?U$UPEEQD6%-'1R0.8^Z+#^H?'TW+G]O& MXH/ET%;I1Q_3 $.;,M/0D;"4OX[-
S4:334XYB$"^67[=@*_^EO^\WVL,L!M4 MP5?-1JOP\V5+M7J-5GM8:JGEG_&;SK'>=1#V_M^S"[*/SNG*MY]QK3@R"%"Q'.:'?.I(MXV0
7X[:MSFN4=]JO-ZF(S$KWZ::C86L.Z(U:JWN5)U0SSYQXTE699;J:F6; MQ?>P 6=3[[3VU2V^ M,9:LS"EA?-$V-6OUDQS#K2<--CW1IDLHI-
\^-86TKFY&^F@PJ,A$NWKHY9X0JW-JQ,)Q:&V]AS9/)3#K M0I7;[Y3]C-YKZ0M.MXR/(HAQ)QQ,Z=:^V893:\-%A-,]->%TKFX&;;W5:E=$
M9ZFUX3UAUIHQE(?'K.[53:^O=[M5P:S+$P2]9I3>X0FZ1^;ML)5OX5AK[V>-66N&QQT>L_J, M6:.=Y\[5VOM*Q\F&.OMGF<8M _)1,S]4X[5WGQ^^?
7M?:_-%A#0\-2%A+MY M;W9W9M&U-E\MS%HS[/KPF#4$S.KHP^Z^1H-6Q+?-2#*J']^I!D>_NHTGEV\ MW >;)'RF-'9R3PS&)=M-O=U?-
AJPK!94]7'S>]++:T1.(_*I'3\#"H-V]69K M7^I\Q<9(IRJ'"@L4-ZS'&YU3=_96LVPQ5URV15FW6.9+,/K.%=:?L#"8<.\7
M'&;UC6=]^/FTVT%!R_1!*U_B13A]S9.QDN_;JMR+7U#PVC*=VOO52[7FJCKM MSL$4-JSD1J-NR][LIQM]=/P>U1S(*H2>]BX*PU ME1@K0]_HY
S55(&Z/!SNQ?)\>I+OO_Q-\:KX9GYAH! M+:O62#=6_VNBE%M/-@"0-2O88,&@+JN?5.5_PK\K&$AR]1#BH"0FI"1+70"
M$#:7@%>UCW6X+S^6O5/E!0^-4R1*!1;SSS[FU=F!55%:J9$[[:G512WN0KY@^[@YQ MGFSS&J^L4!5*SMI*,3LN@N,>7UH\LYQI^X5F-L*5/0E@2G!-
<*/>V/+E%#IL MT9/NKV:,I]P*.&K;1.^:>]B5 S 5UG-53S3J-:HC8G;A9Y"A9M^=H[_/9;@NU*RI/M7@N^6<80(QD2,5F+!S>OP8B<@G]DC.BM
MQ=GNB7?87[O#]G%WB.03;Z^;K)]6U+,9B2GB2@Z665K(G!'Y&TQKP3IE4$+< MG]2\&\AP)Y=*KQ#(OZP'\B]9($M*2L24O\HI>-(8[G)6RJ
M2TVH"0746LFR]3M'NP5>9^QL$2]M 41:XV(H[GB^1*GC##L>P]*WFZD%PZ:@R@RHF+6*7Q<;.Y&
MCMN8;^>)!8N;Q(.=H'<@9O"_;BIKCNWS%);*%F#4LR#%;_Y]*0Q# MWUP#OSR_N:51Z^QD<&^C?7TS+//.2?
K"C$#$.:UH48>JSU$^@J/SJX[9A5VS!K6 M4X:JL9>C3AE:ZI\[A9C^-8SFGOO63SG(7EJZZR:[2@M"':%"ZR:>,>>!I5!> MW/17BINMM3,EIT@^4?N@?
V+_Q=^CC?\3E,M;>;Z2PFO8O+H)7MT\.XU$UBK! MNR2XOA00.UL#4D'X!QQ<1'!YD+O8)*J2.'D+%-G64&_W"I39(J4$*X-1%<%Y MD-BR0:&BQ"S5N)]
[4!4AF)ZU?"6,H]3_])081/$_0\,#-@J26UG)+*-\[NN# M/7UH4@^W]:FB:IULE1D)97^]ZJ)HL>@F^&=2!27#G]5/4FM9GZ646)_[.#_C M$!0R .>"
()OF8E@ZDK5 !?97#D@+P2KI#N=07V'S5+%.E9&QT&3@'T=);6X MP1HMSJ9IG<(L9E"?^3 %NM@0),.H,5JNBN&N2^YU>*B]8EE&(Q_57O553\I
MU8 HT=Y_ UFSVP6-]G/H3?A? B+H)FDWEB6V;7^'P^9)CH/)U-W&LG*UPFO> MS&-3\O2MU:=7J:#2\"F&P5?L%80BCH2>3ZE+R>\QTOO5#?Y'!-\C.X?
B%)*[M%,$'4X([PT:^4E210(7FZ!;.]#WL*P$-0B=A-:YE[HFVYDO=&#+.EAF+MX%M MRL)F V?UZ&CXQ28Z*)\)*[VUWAL[)']A*^=IQ8?\"J'D!22Q-?+?
=V4^A2I;0O%)U4%OK6^4%0/M0*LP05)CN"AUF&UG=.8FL'EW= M]'J-976,>U?)RM_AFD#+8< R:K*(7J/#X,%*RL<].J9.(IQ+WMXZM_5A;@];
M<8S6Z=.E%%#)[;;62T(IY3.LL#P]9$HECZC41BOQC^Y1+7^<&LYR17<$5NF@
MV5VAZ!Y!+QOF0O15T\M&8!"W8^,]K9==D#+$688KZN].D/EX'NK6G:,]B'F0 M'"29#@P71;]-=Q[(YE%^8O1$'!:G([K.()9 M8?15-NO#0NK":6+A$R
?)L<)#$@T2CO(AQLYR+>)%; O_(Y:>-T5I/V/FP8%E75;==4 M&O+A.D;=3-+-673H[[0;[4ZG>AWZ.\-NO:FC;ZJS^N5OIKW[(WE_?V=%['.D
MB.%X@UTG&YP5'!Y '5T/A?V,N-BXG+B*@-IPYL7.(QO.'4B=7>)%.*'8N,W(IMW#BLYX@GXP M_[[3P;$5;RZ,-!/G_T;#OKU?1P&?2P9J+20>@!
M]ME$@FAV=Y[E41-$31#[)8@U8VX.11"MJYN>WAE6I=]]31 U04B"6#.>YU $ MT;ZZZ>B#SL[]+*O5,K9J5L\#P)W3Y;A%PIN??E9(
FO:NQZ*!#!MK:,/FSN/ M!*QG)E0(F=:T6#T4,G71%[G'OJHU,E4!F=;,=3D4,O6N;KH=?33(9Y'5R'2^ MR+1FE,NAD*D/FEY7'W:JPIDNU,&-/;H-;SPE;
<\4+\)VYYA"]+:GL102PII1 M+(50R#0DKMKO566>(U,NR-3IWF*\!7L M/.F3Z=YFJA/JX7E6'JS6Y7)\[4=O0]D.DW$I-6^NFFU]/YP7R/ M:F2J
C*=)O;0ZES=='MZ9U CTR4ATVEB#ZTNB;EAMRJ!K#UY^*H^_W--\6%9 M/?M@LQ+/-=%C+P Y=Z;2.HU+HM6[NAGV]-%H7_ZMJ@\\W2'3JB;9F'
MV/T>*'>TLYOYQ)2[]4QU>:#,^%V)*#?_^>3]+3,HZ&W.O1HMGWNU^61ZG$Y0 M#\LZP5X.,RQK"?D,3][:[*L;R":!K59C=4.Z7.^RSX;G
"/ROPF/>&VN]QAP MS=%5-/'7O W4A[A6NB?95Q%HO[F^3W,E:37M5H[?XP2V!(M'2J2KN% M8X'USB _6O;]+A>P99I8C;P7@;SM7(G"89 7"S#U03.?
974*W*T9=XW[6/.7 M*_D[#.YWKFZ&:;W?SM>+UHR[1MYMD3?7WO PR-NEROEA03OZFG/7R'\BY._E MZCP.@_S8RQ/;+U9#;:F1]S*0-U?J/8A$%!*ZF:
<=>X?R+<[Q\)[$@ MKP78WZJU[AI[]X>]N>Y5A\%>+$KK ^O.ST0[.O(>M0%@96,%_Z0_A'EMP+Z- M9\&A%5\+?1Y/SZ446&FQ77V77K+G>;53:?9
MUEN#?*^9/36TVA -=]5+:X(HPJ]\>."8!-%I'6O#^R,(G,TUU+N#O+_LO.BA M%C"'H*=\R.'(Z-DYUI;WQ0*P/^*HJ??;>1_<>1%431"%V+5F2M.!L:MWK
WO MCX+[5S?=EMX?Y%L-G1<]U +F$/24CXP8]-0M[Q'8=JYQ^OU I(K[!DH>&7&]9H+KK7(U M'6 K4IP4;*1_==-L-#=P'Y5.-
M@+%ATHQ::F^9KF5Q):.G*X'YI?Y0X[P%:6 MT_SP(FF^UA-JGG%2GI&.C>Z#4%?Y"P^PD17,J]=$GM'.IX^?-\^H:;ZF^=UH MOK]_4EOEU3S

5I:RGU[[(FF^UA-JGG%2GI$.2\>49-\S7-[T;S[?W3_)8^Q&VWLISF^Q=)\[6>4/.,D_*,_@%XQI8^R&VW MLIQGD ^RFR_(/6^>4=-\3?.
[T7QGWX2VI0]QVXVL8#[]YN71_ :#-O,SS^0V M^X!&!YX4N'(JW(/EC 4-?\/AJ8:ST%X-'PN8#9G.(:=Q8DJ/9M@VYG=8K@E? M>,+'?K>FRN$HJ'.V?
%K9!V318-554^3X2=B,'?IR_!R]S<5QBW#**'N$RZS= M.-M(>W5#V]2FQHO0GH2 G<,/Z%76BR@[ZC >_W>;6.5!C$,/P"#\SS]A@Z8P
MOWCN[%,\+2_+;!@,F"_53 CL=_*STC$27WQP=6))ZD$&@"7$6BO F GY)ZT M"6RJ:([?;M/[Z.9QU=S- [C'1NC+:Z.[@.=F*R]$D[?-DPAQ-&#Q9,=E,QT)
M7C='GA,(O+S1Y$S ,H,"^[W&L+>?T6>M7J/5'NYMLEMW?YM:?;Y=>G./SJGG M]@&'@IWU7(+#3F^Z'" 53F]2+]_?Y(:E8"H!ZH.\ZLTPBE1S_A-
VX3^>#038 MW=-P_K2_E!&LJB/8M"%654R^LM7#S37EPSLJHK?V_PG.+ MLO'[[:N;__BW8;O5_KAK]GUUN@76J(:H-C@ZJFU0_='O8"?X9BM?_'$:;#MJ
M@[.CLN'^#FRXX)"711O#2M)&]^JFKP_Z.]-&,8Y6O9KVV$V%;KUK8 M=J$*,1=,:G[X]"\Q#M#MYHEYZ(VGAB]J%;F 6EIK6K@=7T7NURKRA:+:FN8S
M>T*U I0:7-UT6OG^OK4.O$=L^,,1/X4WMK!)+X=1W#E"N5:)"VEA39^,$RDI MPZN;D3XJ:*=9J\1GC6UKFE"<"-M&-&-QU*MUX@-SYA?
A8TP94"/PK'$0<6CL M#?']X8_:>5Q(--TJ$LV@"433U'NC?)I/K1V?-;JMZ?Q[(G1KT42Z3L$XQ5I[MWK_?PO+]D-)OYJ$'_W+(@X$)0I\?
OGVK%>DBLCE.B*^ ,G#(;G]GH[+6E*N% M3L<)XQ6@4^?JIEU0"UQKPGO$AD.MGH%K7R)U![DKZZ :]JYM.!PS _(B.\\+N=&E')BD]6>R1_AS+ M/1
65KLY,/JMCC&9/(VZS=YHU.ZT1N-!JV4,A[U6J_E_A\,KM4R^1N10%2&T
MS@<+Y(PU7IVR2#4BF#3"U]9JERVHX*&'C\;/7RU_;+M^6%@:,>@7E$8,^OG2 M"%Y.@_4PC:6X=("AN:R @%EG[:MD=](];X0",; W(3(RI M1
.6U#SX"NVZA3"0L*Y-_%M([L"5)AZR$P_7<^&5M%.?O'6&^:_0I]F'N"T3 M+MX3 2]K!6+FXR^18FE08EQ9TM >XS*DO\)23Y9M!0OWD-IH"E
:"B@NQ3Z .0 M?%_7)G8X#D)Y&/A6?9,\(ZP\1K;H+70Z+[S2%C/A)&X+CCJW ; (!#] 8#X#
MVVVD470)P;=/@&VJ^"NZ&7AYC&":^#D7CD_@^O4N[PF5_PBW#$ MQ(IMCWZ"1> WT9^ @'@@&WC/N F%'B3L%MJ?AP6J"7AU-H?G'!4;"/?AR&"
MTZ0(2H<%ABP@"Z:>$-H,'I_ZFG 0S;!LAD5+IZEK6"Q"%(4%$3J& N;,DFQ) M:4NQLD(W7^[B]W?O(U"Y&OE^GNK>2][ZHS4#L?)5O&K?
W9GA[$@,QTCAJI[Y M@](+XA+/OZ3U/VEK-..?&$]@683!\I_DRHV.*L<[S0Q8$O^=1K5D<^-97#]Y
MPOAQ;4Q@BQ\,^]58^&CL)/414$8RD,L>>NG1)I.#L1*VW$Q44NBF/P ="P^? M@CT9E=F+!H(.*/G?UIM_H-
0\4BR%RKL=K/D&N\:X*;K)%1;-9YQ4B.*JI#_F**YS4HI[HX2P/SKHG)FQ M=J*+JY!U4B&HU.*W:N[3"W-*[='_T#T?_T.%KBLO[H\/'[W6,#8'UIT3Q=I4
M@,T1V)(-N^85,3L]W7,/U_*U)QI-9YJ5B #5G -<&%1'"^%O!S#Q^P?,!_3VBV]0.C8\$4H.BX M 7>6LP*,'DZ$Y^&5P^T9/K!XG]JW><*PK?
%NVMHM]HDM.VB$VI30![_J_R9\ MO&C+G\81OSRBR$^&\!G G[0X=WB+3AFC(SP\1.S'S_1<0[#6,\.W%_T0N!P ME!9
OYI8#NR0FNOA!C!TYU/TD7L6PGN+S@.O=^%'N "+)K@XEX"Y"0;ODB30 M:F-+_:6D(#V52 V'[B6Y?>9 IVSFP"\R\@HT\@3WA3!;F4,P[!6$]8>]? Z!
M6EA+K+QE,@$MO]H;NF_3!Q1![;P(FQD&GVJ,7^L"XG(D'CWH8QL=6D^,Q7O4< MV 7F,.FL<&"*I:9*[HDW '?
UHO!]*6VITQJN5I<*$/E3\HV/'D"6V5RK4(?J M8PG:"C\E)TZL/-3,L!Q[P1_Z 4'MG?4^J5USAL?8\$$"&0MBB?L'Q3>Y\J-[
MRQ>O8!)/\KR*XGWR"U\MOS$)08!) JY'/*E.@T*G)*>K>^]QV"%)4_ P%?400'O-]9>$O\#6IM 9@" M*2F=J)Q,BM:COA6#CQI."I\YUL0:2[X'*MJS$>F164,
<5TJPBVP,MB*"AA@A M\E-&O6NE)XY=Y'K*V$R<@ULH'YK?)QC&=][1)]Q0&>8Q D7#<7.T%6B*GQ J MTFFX'3/KOD !@/JVS,M#\X32T\
<4(N>+7C8WRPC M.\&;1^VKFUZ!#L$WJ[PQJ$PICK>VM?70?S9.$WB>_NT6XL/#C-3LLW&T@>G(U.)UH7+/AH8DJEN>",)3OI-[OL;;OL6S'069
JMT#F)B<"8>RY,, <0E3=L]93D MN[U"ONN(6,"##B/DRU H@X0WHQ>RS,%TX-";NS[>@-H@_BYVKV4[\1/O EC/ MX&^ LNO]@)7("P%,'I&>)R9@;_VQ-
:=[]A? ZS'/.)X$@#GAS[%AD^!^4@V M5<1XZ@!G?E[$3#-.PHZ_;53)0?H%H#H)/2($$_5'&]#9B1D^F922:WGH0T*0 MHC="ZTG@LHEDH@0T-_
.55+D/4XM/R7@3,LD%QYYPHQ8->"D> 4A>;L1!G@" M=5;JO?$B'"1W+YX581#%^)%2R;GZ\1"(C[@D@-CUA*[!?@+7PTH:8LISL,J)
MTJ@(@#TWTDV'NR177;30/CW<[2W]*'OTV:&^=D:%/=W2DU+$,U+&=\(=4![7 M^N9&1?4]HX+Z'KDJ8<_2XSJ/.X<9-H7&MW'4C8JK?
D95J_K)DN9X:HF)JCT! M'1U%L\.G1_ U-Y]NO_U]_=4]@(D^NGSO:Y] WK"4 '#\-/]/3L2/GVY;\#J MMATGU!,K@-\CV5OBU4\P/BN&=V+
<"WK#TZP2)_\P:U#B30[N(5D,^X7?NB"F MI8]?2+ "%L*;11+A"'4D4Z^+R-7D4?N1\67[D.^<">A.V^YD,(MJ,SP#QK:[1C5'U@E@FKB!(D2+"N@3PS-
QV=%8D_RC-64,M^3\E-:@EL)40*R MDC%P6:J0:[$1VWU[^=RM.I^[&GLY;CZW%$JEI/%OKO/\&V"_R0;I+XM8>-X"
M;OBTJ2+!/,A*X*IPG2)I"/HDL,Q@P<($U-XY\A7R^>M)A@*@%BK^*MMYG3UR@X)6SX\K+>_3:V>0[;A3* 3#$+-COHI
M;N50W.J@W$FJ,K9(S3?3-ASH57*65(5/_JL8B]D3:$"=5CH5J\R(M_/'T9TG
MM.UMD%O9F6'G"OMZK%FE^W2E4MAVZ3!Y4:.*S^1NU14HKUF\,0WJ9!^LPTG MN'7,STHG_2K*-TT:8>>&X5#OM/(%4F?;-K1/M5@L1?
TU_O7TB/FP/$+_7U(?-NF7O)>'0 MFLD6^\4A;&H AOJHOW,W]+I/[RH4>.1\Z^4NR2/UN$R:QA>G1>T+)N?.0]:, M^=@O!VEC\]:1WFKG"]2/VKTU>XL5-
6%6GJXFW3V Y=RI=\W4E/U2+[:6:+?U M8>LHO9V&IFF_WWZ]_?OGWS]_?93Y$ _:KW+B[_ZK= M?OT5_O_M;__S@W7_1OMQJO?WZZ>[V-^W3_==?
[Q[5,]_/_SQVR,]\ =[H7%&+29;?@')#^+@^O\TM#O8O"E/$;C)/.O" MI$U.0RR$%>*]83F4C/=]>.:U[;H_N$UYM'7J ($IED\&GC6\)9U.>HYSX6WV%>;R+
[H" [=,/V$>A7+-T]HET4:#XJ[[L'I1 SDRN9%?L) M*X\G-E!)E)XVLYC$+.JY,A7V7'L*+4Q2!N((L-;W#F$(NEM#^Z>0[4K@ : U
M[=EVG^#JX3LL]6$B,H&B7C#C&7[ON<"6/,-Y)N'E(V#&W-OE*2JAE[G7&AY# M==^A#Z*\..'+J?4SXX],+K,0Z3 MH5J/^=R69<22&
<#.9U0X)Q?"^EOZ C.K;?$3YSK @I33C<]8P*)?+#-,@& * M5 V4+9@TU*=X% M'>C)\^F*8:L*<6!/'A; *%=YWKN";AA 2><+IX\R]0UJC[G'_KN),#=7AO^
MM7$M[T=[]V 8^]3\-F!BCOG2<5P>U'+E=]=N(1*TC-N,QKV,<-MQHV%2 :A M_$^,)"%$C!H]1;0'@@/N 8D6B94J"_#'"?Q.]"Z197[
1)XQ$D=W,_<8QRPN MMO"#ZW@P"R"J(SPF"+ ,L<:0.S(A_C.&SVV7C47J6\09]\;<,IDJ)Q,0H"C% M7>?)-:AF 3?N@(8>;YR>_ F]U6]:>C),2J OU-
K[L<*$5 R3WJ)?\[UHZ#Y M-[2_PZ:=^(C10Z17:*^2!:H6"M9L1OW!N.(,7ZS8)9;TX]:9+;X*60NBXS_Q M^*IFTA'/;H =FK19B*H%R%J^0]*/C&=/2,V
]A^MKJB5YNN8>(9W=P_?_/=2 M#R) AG1;P$J0$^+!E2T.VH('UP.O8F4!> 4HA7!U=)N^ZGEA>A;R+=-]=>CW M3W!JLO$D5[Q6Y:M163X6PX
D\1>S)PM.-4Y=000)@B ?![8X]^CR6"KQI3+2G:?E#1 MOA#_%+(30B"B"I2X]I9(U#=L%JBDZ,?H/,&&&S[(NCF;"O"$;"J4@@67.Q*<
M2+J[I,@:I'4*EG:D.JLW3+#1 OW*6*0)"(A8'/;(7:-C^4.GKP0$]@-Q@@_71_>;D>[MGAO[QG@\0"]ZD<8AM[:D">\]6YNYO2A^(CLYD22KN>M27S5@
M%:9_%?>'))U<26/0R6>HYJ!6@ZR'&#NH%&B7X-055J>56&89$,F$1/.8-$3C MF6ZP4VDRI[83V

**818?W'2I-%S>6GJ?N#]^Q1/W59";&R.X"SBKU4- MN]PK?D<(J6M_LE$.OP.-:Z(4=;(IR J7R5$%)]-!6PS8S8*!-8W#QXIV+0Q M1<3&DZL!(_LW+
BO'>I4A.MP7RCJ?8D?6;.GT/.ITV;UN7NQ^E\I[OI-6*'! MMG##ZV?WM-S^B^0P\^(MD6[+-.@0UM8@-CZA=2XH,@16[X3,KY;_BR0>]CM00 MK!,O>
(_\G49Q&5)KC!=@KH1^P"1\4)$\=IU.K.=0>DD;M.F8Z; =301%A=C" M5O7,S(PC!5M&L; S"5I8S\E=\H]C SGR;20@\,USZ;'(C,SQ[D($&OUQ#/(
M28$LT72Q1YN3,+[<": ZR*COA.-)X;NGP; M'8-V@YZ1Q#'A!\^> 8R7O!^PRL1
A\Z[VV]W_GO>X\R%6QW.2S3R5IR;>/5G>Z*H"3%+&*H'/84^R[#80HUGL MI]/N$0PA(@8JX_+(.MN3/X3T)\>@B_B"-!@EH7BDO#(:S1/^&T2\L$743]7-
NYFD$OEAZ?[?4"2^LSP27P?5+S6H7CLEUJBM M#T".U*C5H<@J,'7R/*)IZ#R[U'16R@LIA%+-9(ZHU/Y3R/UI?KQE=HUB%R%T
M.!+K3FZ3(Y_N-'31MNRQM'}2VAC,*(E305C7FB5*V+61:,X;R;61@(NY>=, M./-BCUL4%+<0.YZA$@;;%QBOXQ_8U,]TYW(6>=JKB,]B M@)
.A"/)4]^3ET!Y>E('YZB# 3\1&")/-AN.BGC^ZN<@[,XRM%-MB]+IU7(_'/?5%N:SD'J5CY?+OB0"[Q2=&6"K2VA$KV%=##58#2V'A68:V:8^ M->EO1?
IW$;E35^:DRQFU))YF?R)2IXP/"H)QTU$*/.N@]\\Q/T4JNVS*F-AV M&-M;HI% !*6(49U&XF2$DD:2A5#86 1R+@I:&P'H WF-P'Z>V*FP+8/*O2H M<-:8-
$+),2DXJK=FI@60AVE.V1EX'H9N5FUK:+?8@U-QNO2MD&H? T9$P245 ML$$.H29<;V#Z#Y'<=)G%],* '8_
M@,N1NGXB6DLFBSB)0"YM4$MND#$%M#=L](-8B>8<;&RK M 8E&/9PJP7*;+P
M,YA);>&QA)&A26QF)QR#&M2&,C#&;MM,0#G1LM;ET#*/T)&DDPLBLS>=(N 4 MO-:7!<+!"*=I<^,0K&<]BH2CV M&\6.2NG=HL0*)A^>O45=.2-
K7^J&1M+?HV!",@4G040Y#:01.S0>])3;...R1%X(8-?1^16% MRK).5M>)-)D9M4>.W%-/ AA&PA&I[D3:!CJK.3B180;Z"?79IF0Z_X?J:>^0
MGWXB**L0OY$(EV"_9!SDV*\A3YVP#N3YTID&I*H3A[5ETE#6<,/5O4+*E2,U MV+\<^^JDU;2 YV^9EE"SU+4L]7,V12N?BU4%[II$?586_
@_7>)&6#FW2%@S M&Z@&SU%B&;H!3=;1(T87.]=YD8R2KV:!L>>A(+$MF?P#3!U3RH%GTE=,@L2, M,[8WYHA2T,Q.)!]
(GA>EQ$517QZA*/E=PL[A<0NO0HD;V"-'HS/3U0OW0K(M?"*RY@AY*MW4-6CZ0*F&84KN*Q,9BJQ*8-?4R0GY0)).T_2HH7DE"^2=VC)
M69.8Z::%8)K')KM=)K:./97$J> M60)*7Y,%M>K9>)X!2 G]!IRVM/$]0,9002Z
M<54<.0*"4NO2H&&LIJ$/46/W[N@O]/;NX"]QOB\G25_>8"9^G#_/1<];^K8("? M< >Q"<8TSK:+##2@A8 CAHPX2$0[2FR.@QEHQ:+#5,RPE$"("(29K0
)8LT< M&QXFU2D)%6X@LPIVJA;U7%#[9F@HDSYEJ+)$%=,0B?=N*-HMWP^C:5=T7Q:% MG=@O3/91(IB1RFV7XCKE^.)H$UOXQ)QC7U.
<(B4UH*P9E9I<7L/2MQ-3MJ_MZI]G;5=2^=>U3U%\D%$**V3]2J;E%$6OBJ,]FE(T)B$9
M)G[(Q1\2'P0I"%PB30Z@@NIB7#C"QC3*R$CO*H^5+K4=M4*!P1K9&7+U.I/H MIM.M,XFJL9>CMNB=U(-2+&:AO89 MC&KI@TET2X@$?-*/E?
8*T5QOGRLFR/7"H*B\82)O!+2\ZAI1%3K28G 26@" M9#QDP6@R8N; $:>(.YC(;4.7E=J5KXHWA>/[E0QC_3*T4CE MM!<]&JGJ)5$R?54-
\4CSP)K)DMQ$Y(&??]6(!5>*D!!3QU.A'O)?*FQRJ3S MWE@J)402EB"2XS7=\B*692HOB@6@-+252R*(IT=XC6Y+^$$RH4*Z.K%J.9$K MA-!+@?
X@*)VTOB=^%(NX*F M-Y$)1@Z9J%+,,,G P$V0I2/,TU7N+O7_+6F))(>93K3?\4XBH^?7.%NPLDHG MQ7QMEP _F;:D^8N^N>>..G?,G7B;"UB&L_"
MG;NV;)"AA4F\V=<<$EG2>H'?)SH-,*6]FGR>>2<9(RQE(A,"^J/@$Y>;4P* M])1G-"X(O6/<5G-OL<@TXR_T9=N61/\4%
C&C]B*CFB(ZPH3XBUN9H1,XEEV M4B"6&O%D%,@1,<9>5VX(A9P@<,<_% <$;F0$BM$#Q*4YZXDQ1W]U=7IRR)' MF$P $,"HL?
@T+AMU,R#CAD(ZHIJ 7W&0EZ91PRV,R68S9N@Y)G#C7RB=Q]0+ M:SLH%O(@_EE>_J:XMZRJ!5D#%,,H*9W/LO2$0:7+F+0:UCG1; NXM"E!QV*9
MP.11FT5XP!03({0YH>[)<'YXX3P82[=T*O@670)A%ZP]\Z5X0C@L#D>.KE)" MB>)]SP:!NI.@RH%
(%ETEQ[@"#+XI4D16G&Y8Q6)!M:U*\PA^4=22(5TWR"6F MTL5)&5$HG3WL!P&XAS(&EG:DQD'^*IFGP4D6X\58#BY7%F!M<+W;)B-
)=Y]9<("\EET_$M_(OD,BBO$, *.HI M&NT]7B>EFY*NC:O14QD44G OP2A4&2AA@$FE)GE7T1^5PL7Q%/.KU,2.&PS(7&#:A+IR!3<5>U(.
M&=:>01.4I=,)A",=3P:,X+ MX*$C7%612Y- EJM7M-;MD:L$R,<:1.IL7K])R%4)=%F$N4CPJ;3]*T61=,I' M3&^ES-$9AD7-
'@'RRL0BA(I"'&I]1@A9EY<5D2",0G95NUXB'\\$R;Z@M8OX M/%: 1.PN'6@ACT"&]/7DZ0O(,,NGD_17ZC7Q]O&+B,I&98*=U$!2?!YQ5X48
M%"-031;@M7]SO:3)R-$9CR@C/A:/Q9:.!L0BY/[Q?D!)EBWM]1)R7GN7\]J*R\3@&[;F8*\(Z!?AK)!?I_847;VL(7BE-@U_-!X;]HG
MY>5=]*MU1TO&+Z)Z("]5V8!'PIY_+F&L1LN:.,(6K_<)8#-CE=WCZ:B[>:H[J[^$6'+Y8%>8>%\UZ3R4F=_I%;^GR)M*W?@8%$ M[>BPU4'/E>^.&L-
^\5>E)]0W&X-6 MO]12RS_OC.I-'7]3I?;*I38<(%XXS?"LIG_4OKN[YR^^QG3=__SR?O;#:,P M:IVFOL'X]\N!Q8/U90;:5QA8Z//:
#O6G_'"@=39E80N!Q0UOI3& M%\EH,L9QAY6NP^+2F@7J]ZQ[SXETB)EEFK8X)M:^DUY%#ERX(2QE^N]/J#I4 M$@1'"7:]"L,:O&K#V?J-
_LZ;WNJ,:L&K/V?*)NKZ,W6_W3 M8%9I97)"_^\BE4F.(!0KDQ%LVN5@4TA*5<&\P; DTA5??CFD.^8!_[*)HVC= M*0N-
RHM"@[*\IT:#BT2#FAO4:/#FN$'M34.8_$9UAS1W+TIBKKUJYV5'O.MT M]?YHF/.7U\9IC53;(U6OK[<&[1JI:J3:(U(-1WJ[6W.J&JGVB52M9D?O=KM'
MQZK:A8;@_ZI2E&4-\V[*Y*9&4Q&@]AFTWSLU%1UL+:Z=X$0@]D>]LG&TG2Q! M><@2;'J%95XC5E41]JW4.\VRH?
\;L6K&6G>BT4COC({JNZH1ZTT@5K>C]UN# MTR!6[9WD'K!1I=RN{=I-S;3*6#6CX]HSU8_'K##.+Q,#6D=VE-0H4#4HO6NU
M:A1XZR@P>"LH4/O34OXT=W_*STZI""?0O%O=_VG=%;&5SC AY010.I3I52/! M&2%!ZU"^Z!H+S@@+WA0KJ'T_I_<)G#+]3S6:2(4SKYX6"9W(P
E:U&:W3E<[_MKWC]H*L/6W4-Z*FO(8=8VYK/@RI;F/VNWNVU]NUIN%@<.'OFTNH.];NVR%;G]
MP8ZZV]OQO,6ZFVQ%7OO@SMA,'NBM;MTLZ]2W\#:,Y'>M_E#OM_(2O4:#"V8O M_=H'=^I;>#/L9:!W^KT=>^5>I!?
N"XYF(%5N8KNOM8/MO"SASE!O#XY:,5=; MPV_7&A[IHT&S=K.]%>8RZ.C#8;MF+E5#K(MD+AU MD'A7)+:U;99DIQVCL;W MPC%N\
MH/8@(4R^&0OT%(U#'VY#>%$FUAYVT&_T-MC"Q[GK6]CJ]8,G;".P7L1'G&U[MW:%?9Y'&\ 4N@&';M^2V:K>:>JM_HE%?M=FXS&SLZJWV^4[V.^O?
UT9L$??6 MWOW'<_!1^W.$\)!_E>8VO>,L_^R&?RYJ5X=O=D]A?JUGVCJ15Y) M6^_TSC? ?=:_)^;^M\!XLH6B_@0+9E?=-3(19, ICMSI9UDR?K(?
O!ENO)(3 M?.M([TO#H-UOM+MXY/\6"^TI].%A'%$J L\;^YKA"_.3.X%B+__BW8;LU^.AC9-X,QX'_ MH01@Y 8EV;@>W!B2C&W,??%!_>.C:?
ESVUA\L!PZ,/WHHUR,>X(]=5>_>XWEMUH_;<7:"+-5 MR2A12_-=VS(U%$&KK$3,GQ+>(?73K,P?%*JGCU,,8/X.STU]f,.#N5__;^@(MK=/4-**

W!VOQ4H/5@_X#1+B@URL**Y/C9 :K=;'.% ZFS*W%=#BAJ M?"F-+Y+1J)?+ASNL|)?'I9WA7*4%SF;C]4G?]$GWI'^> ?MZ9Z*KP?,U"WT@ M;@A+F?
XF9?AO"P:[(${3^L0K#XG;FADZPZ_V?U9&_104S__GD_>W&G:@XVIN" M0GWQ]<6_E2/7%U]?_(J+/U+6X GBW7\X5B!,[2$P@D1#M@W3F9;JSUE+_:R*
MJ?=WZDHF.#0'>K,YW"Y_;>.CGSJY;8.,P!V0MRK7V=NRIO5P-UG]#A\=NGC5 M'._\.%ZKW]+[HI))737'JRK'V![(%:M]G1NX/*:08UQ]N2XU5.
M=M4B[J46FS6:(!!FK;>'YR"3]>T6>L2MU)ZQ2S(ZLOZ=\;&G2;>F=T ?W3 M+NE.:M*LT0 ; H_T06D=O";-FC1KTCSXY+61WC_)QQ[:-
&O2/$T@^GCGO,=> M=ON:J5=IE.TT]>&H()#MVLMVV(CAFW*RU5BPQ-?:UIN]VO]=J3MY6^[O&@N6 M^))'^FA4)UM5ZDYJRJRQX.JFV](`_5Y-
F56ZD[=%F4<=)W6\0SZZ@6%OF7PO MN\9VX!)--\26YM11;,.6CI=84K,;0*I(`_IJ$1;AM?W 94S\&(>C!JJ@@3P MWS-"@.HK;[M7+-:<]^(Y;ZHG6Q"N.=(
#K&Q(M#/XA8DC)(SQ&/ ,3B2T5RN8:L_"$9YA MVPO\1LRQ 3,^$CH!8)PV]RPX^]P6&AK"Z;VNO0J;X6X;VC]% M-.*T8.E)=$V60[!1H)"+"U[:>7;I-?
P*U_&I:PN.D;6P";@#OY_;AN/@0_(; M,39\WDWHS5U?^+25^*1&L&87)FI@+T8/^"_@ 8VCK!]$?9"UV;& E;2IL*>_M(RQ@NY;S(OS]7SX?&S@@:T
1[B^6"; ;0P[MOQ ..,%;6^,LUX]X\FRK6#! M%SJ'W2;VD0+A?[FOL&=/7P H0!'0T8(*.I!>R/]P)O MQS5@"T]P#4$8")[Z6[CQ>-<%J![A:D,#
<@&XP89"VP!P3'"2(5SS5)O@5&$X M/FXJ]TYZ8BGU2WKLMAL#G'J;'SHOYTX2ITS^4,J#9OP3XPF.#V]=^I-<]_JC
M,IM./]/@*/'?:31;,&X\B^LG3Q@_KHT);A:"Q\UBB3/!(:9@5SVT$N/ M-IFDC_9HS0 /OXI7[;L+&+_+(5D%3L">C,GO1HIZ8_#]7 M_V:UFP.CW^H8D\G3J-
OLC4;M3FLT'K1:QG#8:[6;_W=P=?-(0YUQ;C2\$+ & M!)EQ4W23U1!IDNF9.! [%@D&\DZ@$F3#MU+BH?C223"$ 7-".&2&IHF'2/F#
M7Z,TL*T_0\O$YX'BU1AQ8EXH!7WDO*8KF!EX0O(6>D_@,B,< WH#BW9Q^KC\ M-S >7)O>_&38Q'Z0>1C:,S !!QFRY9K$@I3$UC677DWF'8Y9-
+-4=^2$@&8Y#P7 B>K3CV%\"A<=6.= M2BQ%'+"0C^>B]]_!K,"A.6-&+\Y\6_)>/ M@!>W("U\0>WSQ4^J+
[#1/%D5BK#XIO@=W"OOZ_4$6"FKMR),^$:(;_AO02_V MP:Y1MTLL5T&T!@:V@:'\CXEY&H.']-[].K@?+OG?!8!Y$#*PLV44 M\F8UA,]
RT#N3A#&]TW$.LO4;##58.3TZ^G$;%/D!-\HW& M[]I*8Q H+C_]@0:1Y#Z%#::+RM97L2YH%(Z8X+H!8HDUC%NQO[3]VA6._C\8X*/2W
MKC3NTS3V)QEY)XE?B?@&&(2F9=(%]Z=;;GC5D;2!ZL.4@#N%_[5;OEU'Z^[55.NS5]]PYZU?;/NV93 M]C4Z,Y7W6=8\?B++=MWW>TY5G!XK/_;4](
M/,PLZ]UC:4T$%HJX?5(8'G_D?+.!U'VXZ;#G#@I#+P?3BV0TE>A-ES2R1Z:E M/4<5FW6VK?-L=(BK*6KXL8R^1QF\;II\?
T+584D#3QH&@@NM?/REQJUZG_Y. M%Y5BV/A4P;MNSQZ,1QN7]4"B/$6VGR&JQA)5?V [PXXA*D-4#TA4H['=Z1E.
M98C](8G*P<&_O=Z34]43M89\:F7P[73ZZM$\:9CGG_[Y)S5:M@W2[PK&3A/ M/DGS\S[!G>G>MQCVN:YM?2D%2=UOF];+C<+)T+'[(S-
HEX<08#N],]LC>% M0R>3/8OFXHX]'IGIFHU"2<\>C4SKVD:A M9(A^'X.2)J$$QQZ=J(WL UFDS161>^7>/HN9E,[@4.%H=.-'1]T[D_7K2L,
(V=RT63#[M-*J\BF.S@.,>;M=S4\J.X\Y& M4S9(>6Y([X\V]U[#OXQ M9&K(]-'#GEU[X!SIM'H\,KW0+-F/E393]\EUT(!?;=5\-J;?U7C__.O#CEU+ M=
UA+R>=6'H19.,<4 UBZ,:034XWCJ$;0S='T,W0T(WQE%8]I1M=1Z^JO4LW MFHYB@T3X$YL7N'-
J]QB+&Q%FXOM[A"O/+4SN/%;B>R/OC4F6>)CIYX8(+I (MG"/##88*+HD*GA4KV&OLU/DTI\9NTB^PR:Z/],W0N>>QNR*$_)
<+IF@0U#7UB(YFZ:T;BY95.8O42/VDV"W-#*F,'0$\ MJ#U+171S>E1U4@F.G:I=K#0U:PIWCJ4P\F*02;T0@FIZB2LI1N"3IR?N9@T
MY4ZBC.>:N$N<_$4S8G!Q'@Y&0Z!{T2Z& '331*72G!1>G?]5ZL0LATVEL0CGL$T:[87?:S.RY-PE M0HV9[_2F.S3SG9JQETN>[U3B@0L?61$-
B"/^EZ4D$.#.3HF9[,LC;0NYK.7/ M0&[,Z5K:.3O,66?!%??@?"AM2D,)-8E#6T>I=N/Z 4'_BKKUI\4GW],P@5V, M#,0+3C/ZYBY7 >S8WQA?
A2/I\@.!B,313:'@404XN%%)/IQ1%=^@O(ME75," MN_=8 $]V6XP91,ANV<_'4&AS_.H&:FT54[X$#"R_5B,R@(QO["$S7D8N#=(
M8&:P(YS#X;/HJ([UJ@K4QOK(M;_^].0M^0>CWA$M^3O#^]\.[NGNM)SQX,$:
MS7<>JM'\L'_HXL]W4W>C[]FTTS4M^0M8/'E+_CT'.>4DEYI03A,!>=_VZ_HQ MCVV1?3Z@>LBF_0=3U)G R'3S/YB03#?_\UWGV:@?C>OFWT@0-*
(QYBF3(A0 MO^WK]CZN<.QB,\4;GP\^[-DCY\CJFC,H3C"$=:H3#7IVK^\8PC*$]>#I9".[M.S[?9JJ&LAI+6>VV/1J<2!@VHJ//R?
7,7T22O+)^WYTG\8S:_5QUQO:@TS\X M)=TT,'DD?'1']O"0 34&'X^+CX%C#T:'E_H8?#P2/OH#NS,ZO-3S3'K[G(4$ M?;T9U9]<#>RQ@HRGH<#KV]'N
]#3X>&1\M.UA M^^GOA[$_-TL$#@QF'!3OOPS7SF%';N)] V.N<^R(@]/W;;K#MC!D>DEDZHSM M\?#(3K:&3 V9/E4XN6N/CIUT9B/3J;&@;4UU>B*"I;\
M\'NML/*^24?W:55T=G?VP#,W\=)>..:N/>QU#C:-[],Z?3Y (9,SXM,G?:A M,PP-F1HR?7IN.AK8P[%AIH9*FTRE3M\>'.R=>WQ*-<[R/31UV='D/IKZOJD/
M9WD7;R&3AM#%V=SI8;C.R!W&IP;&& H2M# M5WMPJZ'=`3Q|"K;Q"!]4?&I=F8[;"Q^3AU632;9EL%YCU5];:C@C*C \ )# M!4 %SZ_G]K-
WS^U=2_E8:M.^=DM3+LG5X6-_SO-^F,JU;7;> 7GWA@(ND0(> MH:S7$, Y$< CU*TVD@",:^F :EGC6%*M*!Z^+JV1M\/8D88 # $8 C $\&P)
MP#B1:F:F+6N&NQWC$!J[=7RC[X+ST 69U=.?SVUY8GOR,NAG8,C'D,_Q(#PT MLF?(QY"/X3[;53VUM/IE_T'G=51J$'1H/?
B,B^>\UEX#E]5XY4]5"B*:,0KS0V@A4-6@7AQ7&(LD"]+$FHI4Q$MX AVE..H1 M<$,C#&_]=&']T?K6G\?"5B M&K8)&[8M'PT]?
[;&+WBRIXV#&)P"@"6/+9WZ7[%KXHAE5/A^0F. M'VY97O8B%C04V;7":;#D1,<]"5D,K&$]ONY/DTQI/ A4=%+\5A\K/;$Z',.W6!- MO!+."U?#MA;1K0#^R?
L!V.43+8.UE:UPB&BXMN!%\Z 6C@@V"2E1@E/+TM!N MRVF=7K0$JO/+HXWS#]4L2[!-,P#)VJ8YH,6X[3.'KAQL+Y.,31 Q&WB=#8#
MJ(4I;#Z*Z7$"""V>DXR^9?C&C\N(=(, 07B[\+T%;"X+I@"-:>8)!>!9%M"J M\"/X!-Y?!VD"+TWBI//%?L+4GV3T5GGDG7,Y[YCD7C+L&S#*_7>7:/\=X"Y:
MBKB1K$@;3HZ4YD[\@.:*1Q;H)LPLBKNVX@-YZD!6Q/09BO0VBK^J]&&,Y.#- MR(>6X[/X.KB2\"]4M ETX;$Y!]'JU44IUE(:<4JIH24AO-
V@1W!V6X7D;6 KXJ9OS+01)M9$%/@G.=B:"WS MDXSG[(9"'0/(. T1$%/F?T3+@)N?>QX)'!WO_R?P81_LN M0!N< XAB>,;-@A@HY?B(1/67L,6, SN=:
MOK9>XJ0)V $@-,QDW/E3;32Y(5QXX8,V<GMMZB+S8E'@# LL,9/ M%X+FI6./ "S:9E#)+W9-/\\?OB552X)B^Z65E-3KM(8X87P5):1BOF(&=2->
MJ\'02&GZ@_*:MXM'W$D2!4 K6Q_9&#'XI->D.ZH$1K3_+N+"ZIV+ZPG0X]=K M=P9;?.4&M^XZ0=-5O^UPU2N0JQYZZ]%FL_+1OL =3*S? /&?(M"9[W-
(9K!@ M]41\0UYEP&MC_!7LR6W.7JQ%+&9_??$GO],>N@.GZ\YFDW&OW1^/.UUG[T= MQQV-^H[3_M?PQ9LOZ"H@-@(+HN+PEQ_<-W68;
8S1O[PIB9!WXT51M.]\4:GK)$F4M MFB&(0KF;- +5I&0PH$V-V)L(^-C+8GPQ:)+X!G;JV+6[AJ?@B070G9*:H&UF MVKM9NB]0A&ZQCMFQN_V.T3 5-
_B)!MA>_^BB M8PP+93\))Y&%($I\ EDW4)C^6#?FE"PS%12TK"N?7Z%XLV 8;Y8A34(C("\!V ME'JC$^3]KJ%G:$3XEO/G>5K!(KZ9S*!R$9(A P7#VU M)?
8I19-_,WW179:*,AE4$7!D+R-O1'[!@VCM!K(.A]U"N>\-[IAD?LR<9AD8 MA_2Y/)7FTF"NPT.,KR=$_ -GEO2)X2HC<0>#] SD23TS(2>F M"P? .;?
M[<]_<=HB+;RO\GYSI% HNPCR'MP9HT*4+Y^$=AYJ1W:SKTNRR8W6Z M3B+BBAM<"'5E]98$8.ZCW(SN? >IZ^X2_B/2LN$A=?1EE.!.4?DLK.@=.,JE
M D$,O1QK[ZQDU!I+ ' 2RG0GIOV[6N\N<[1:S@+EG"[-QDO@@^ M.X'[,V,?Q8SR@\]^HVPUC]TI&8GH#O.G((\GB1?[*WK5!&A7"-X%0YUEL+X?
MD.%X AK*/4=/.4##)\^7OT21AW(X ?QY)'C(;$1Q#G>'>4;EUOJ)[OQ;1C%= M@A#H898%A5AU=5&J435F3,H;%.82N-:P *) NQ3LQ59X3?:ZQHE4 M[/
\"/0E/+U(T+84-2)OFR0D=4Y)!9WG;XWW/JXPL.KV\KA+.D[GN^<- ?+5 M.?WO*FK1JK+@3__Z8K<-!0!]L5.7A6"TR X2M%*:[,*((SN#_$SHZ,XH9I,
[O,$(BE,WG$L[D'Y;+,S[M#6![,L JY8>4G1*C3@RR3TR5AAEEB0)634LP42WUECFH"FG1/]; MVMXUP&F%HB?
*TA6H%6"X+B)20ZBC8UMX.N&M8*G!BA/AN1BQ16\F;"N9"2G4 MHH#$-UKU=RY,^0,8JU[;]*.9_XV/E@"HI0]6X8]BL9H:@>=3.,W=E3KB0 V+
MP&I'=0A_3E%[1-,U$J@%8M:O@8M%!LA$P%4)V35!7T\Y]BS]N9*$<+DE*CKN MC>L'Y$62^J-"6U&_/E/HXXS M?)VHO %0RP@1
QR#UJW"Q%*@E"$I0B"?+ES'|4J1H!2,S5 N8GN^B4-C7* M?[$/@F/J5 +G@"+&4&1?D[12I%L0/*?:#[S"&#&1 U/B%-Q+]$G[HM)!Q_ MX/CS^MI-
KM=1=CV/BA/9.:!8;(EL.D8C7!+2>&OUE*=)[A"N>\-[IAD?LR<9AD8 MA_2Y/)7FTF"NPT.,KR=$_ -GEO2)X2HC<0>#] SD23TS(2>F M"P? .;?
M+>W+VU6,;.?9==7"\UR-*> S +#!SX2W"(&&YI2G4L5WV2LMEJL@6@MQK;8L M=UJD?H&6!E2!)$N)D7!X?
UQN92;HDH='-7C7IM@JDMB=+\UF1[(+U-))0E MI%C0$SM0Q+1)/1]E>A]"7>Y?X]]\0$568+M/?>PB&$]9P)8)5XG+(C"*Z@R[M7-@+!PQ(4DD9C\T4?
V^3BAXM_0XD\#G&GF?'*;HKZY]E]7$:D]J_08K"2ZF' M7-B%$X6A(.$%](?W@GQS>*-1KT+>P2*OC"+RI>J)!?D&I_RW#$+<<<&5:^5N MSJ%MO?
Z:MZS_4O21;.Y+9DEJ$>KI&9ST .R+ T^J&*TTZ#B5 M]5R4Z+]15MGOG#V)H. /?JVI0VZ&2LW]D^F>?F%.!VBG5U%B(Y.8B4X[)@>&
M_H+M;64A4F8WN?[3[\EY3"%'C(R9 T M319=^&H&*RK;@9\;./U?9IA;OT@?PU0H^Z;-Y9UEZK:K34*2K5 M&COU/CRC"C,+>R_3%>3@8SED#(M0-
G&*Y@K[,0Q!=$U?Q<=,HF+B2*N.!P.,$1=]+%=DW^]9'FR!W5O0U5N MR%9Y;-%RZ9,'7_-ZE/VD^1'R"RDO$QQ +FIK)R:GN;L\Q)=0CJW;:)2"0I #
M16W UM@?FV$%S]S^LCN-6NOS!A2$&X>R\SZZ=^A[>*\G"F]$P3#!8(^!L5FI M^VW3;518H3*<+]5+1:,(5$)5Q$)/R1?D2E794S@5,Q"8JHS=7DVS!S
L;%+ MWEX54YLW5B7%Y8(0WRO_T*/_(#>PR'"+ M"@IP.Y:=^B;(]*_QYA8U M=-%4!)6,PMN2(*S;?>%3W"$8%2K@?T'\"#)HI
L;9ZL0[85;Q>C7:EI73N MEK1W+H3N]T+N[EAJ7]6+M1G6 Y1$5BO>IS:Q89+M$YS+C3WF9S^Q,Q.911/% M6VFOTV*ODO?>6\ =*L
H)3I@3;O>^UUXON6L/KRWM6?8)29VG#VW>='=7K 7 M3*='BV$FW%05^)9R,".L"H9_\-W"\M^0 L\<>_4R%)AVI0B84@T#7V5MU=K^ M50U]V[$?
@CM)T[Z>GV]?N("2"!<4:&.,7<\!W=.O<>A!'XPM[E[-\,9[>$0X MP8&.^W8*)Z>*"70W-Y$[ZKMU2[M]0!O@,!:9A_QY0"DPCT#,W<"V%ADPD\+-
MQV_C7@25K7/1-FBG-MGWG.L#IZ30$L6\OK&#@%^=*_>V*I>#_>NOUWA\=.) MB[=GDA:L_6YF7/$^[
'X#7WS.$Y7!.R4_X&R]I'_89I\HNYJ*0!3YV*1>-!A MA @$KLX=.U *J'\B*XVT,N*HQW/GK- M!RHO!36 [VT3E9E\BSZSEOIT*5_]2KK,9%T:-M&UN94N&F
W;H"8M'//OQ;9 M6T0!:CB7!+7FH)/7TB8WF*=;A(+3CX$HI6^RG-)&D<65' V'F5QQ](VNETNJVV M!>\+8-M/7RA%EM!\'H-=E+B8NCY*]3.\Q8
Y7O#I:GZ,_"31L%S"*J:@N<) M*L\P(HT2*HPX\':BS,54P=6^GV5T5F?\N6*N.;7V SRR',>DGUC^X9A=N 2Q*!FV(MV>SPD_:U/SB.EL7$-
:=8Z1QPG4U*R+S>B7WXZ%776LIJOBUB*QLO1X{T1^@C! J,/V#W'.=C M 0N!1V6W6JQ_"8+HEM1"J1!2&]V9P$JQP.:_:!76V_YH_;U5A+IA172CB53E
M$JJV:C(GGF+OG(E&9>^!_U5PV["0RAKSFK:Z-U)J=MX\AG.?]O(%%02_A7"> MH>O%V>YZ.:34NO_",&R>@<-
FHUR^<_)R^:.*X^\XSL7A,XBY+24.X/X2:B+ M"\9;%ZH6LTZ#C(MC1_FQW"(;%=BR0XB'$[7DSIWN>?I/506G6]ZI2!*>ZST MP/?
PQ:M$O%+_>#WU$TS3?.6'=&9ZZ'49]GC1JT.GD)#X:\D#QJ/6>#A -B!' M7LF%)8=H 0Q_V/R\-VZ-!O5?M5M.[>?;7N6T6T-G<-"KMG_>'9M-/?VF.IT[
M7[5CH-J=TR#&&S^K&:S"//$QIXN,=C'*-O,:S"3\-:+^/.^Q/P\I0=B,Q^JV M[3TFUUP.+#[!W_:$Q'W(HW98R,[I-$V$%[9NVF>TT3['O'Q0=>][E_: QIF
MXEY4LX3L46[3[HU*>C;Z=9:N^EGHUB<:4,"Y\[(*KILG&.-[G M#H*#!_?6CRG>;W#ODUBP[;K^;D<,7ZX=1]B0B7PO[W6P)LY7A$_M\?C0*8O[
MSLR^ZY3;^>HAX\L-9365LKKMD=T;]PQE&OV@&D]@U9_G[#99MP63;?K;JLF]H"% M.1S=NW(J.?D;%LP>L[C/9MSV:&RW'>>XF=M/Q5D?:#
[ZV>!DV+<['8.31N$$ MATBV>X<*"H.4QT5*KV\/^MW3(.6!'#H,WW'S/#MZR['MSKR[]$F>=^^ 3]-)
MK>LX]GC4/TY1/"2F=0K[Y/FAL]/MVIWAH9S#H+.AZ!RT^W;_8.ELT-E0=/;Z M7;!*CO11/RHZG\AD?
VI97Y2GJ^+Z5_L$[K>=]D'R0([2;LWF&K.Y)PIXZMZM M2L28ZUP>HP/$H9TEGX?O:U]O=E/$#-KT_?:ACI;FA!4N$RF]@3T8G6^LYR*1 MTAV,[$'[2'/)
(.61;-A1%V[*\XE=-4.Z;VLN^3Q$_-EYB-L=N]\;&K=]DY R M&ML#IVUPTB2<...VW>D;I#0+!*4/'=DX5='RV]OOVYK#/0\;?FQX\ "'2/3(R
M9VR3Q\%)OPN,ZU"UR^#D<:5)MV^/>^>;GWV92&D[]J#3N6@C_JFC65\BG-\3 M;<2TCLIB.23VT7AJZY)S]/1B/-@KR
M35K^ZBJ9\,O.XX]=RPIX<09VOWN'8$N M$B>]CCT>F !:HW#2;=OMSHF28!](HVN^+!2526R7G)UXY=@=YP KT*1;/38Z M^MVQ04=3T-
&QN^9V- <=77LPZ#\Y.B[="+Q[F.*SL G__*=1Q^F\-LINDY!R MU6_;W7;[8+^FP8>Y),\&*:>Z))=N#=XQ7?-9&(:=@UN2&N7WT4W#SM#8(@U! MAV-
WQR=J^V=0LMU:'QT0!F^6>=C 'LI:*GMX9]"[+!:/KO?:;XI2HVFPT[;' M@X=N&W9NRO,%X/&J.[!'WFX/']\[[G8&#;J+ M%UJU1H[@B9A%L5
B/G6_W:]J[7RHS.G:X^X!J=F[+/R:T)*%P/U['-WXB1^%%HC'>NEX^7U. ML!>0R=)L&$IZ Y/,W"B4=.V>R2]O%DHZ("DONTWI4]N*OXG4"L!>/+*JG.'S
MJ@L G.49)!!LF-_#6]&0ZK#]!U0^)$":>.>NG+[=`AZ>/?D0 #F1H6&(WQ"_ M\E[T0#$[/%QOB-\0__D3?[]M#SJ.(7Y#_,^0^)TN-GP_O(CG5-1/!LH/J0M+
M*2>6YG5;NO'<#]6NG [0'Z$6QD\E!=NM%=?Y'^5_Z_L>=O<] EV>.5\;WT(MO2";B@06C+ROU]@4&1G,$G-
EJ"64JC"TW,2:14$0W1;#S@@/.:TPTF"'@;M* MQ"OUC]=3/UD%[OJ5']{6Z*'79535M&;[>Z Z?VJW:K_O-MKW+:K?ZX?]"KMG_>'?7,HYZ4X-VY\Y7[7"
MW.F#&F_\K$8$>@(K=Q^3]5?O_K ^4VX1"V']"K];)-;[<"JF?YG$/[SYWRP4 M5K=M[]$8YG)@\=G_MBFK*VKWAL(K Z[4YOG[9!.\]XX4#JWO<*70XH
M#+T<3"^2T:C%Y8^[!\^,BWM>(%99]^BA,KN8W$CPFRC W2]\/(#1/P-7367 MKMIG/,+(T%53Z:IO=TSP<&9PT"2?=GCWJGNB> M7*AGY)-
(A!M["Y*$4W$C@FB%30J?17/";M_N# Z]X\U1UR\3)SU[T#]4/S$X M>52<#-KV>&2&"S<+))B3Z42\ZT)-PK^)4,1N0*+0G2[!T$]2[,MT\SPZUG=Z
M=KMG.J\U"B>.8P]&1XX9-3AY),NP;W>'!B>-P@GPKE'O1%ZM2^]BSWT*=Z5< M']E#ZM"D_&J.U$6%(1X*)DV\H:.^/1X?:=<]$%P;&E4S-^%YW83!R.Z.
[]<] MT=P$ MX3;*E0YWVG\7>3G%RIV+ZTDLW*_7[@RV^,H-;MUU@L#7(0U@KD"N>NBM1YO- MRD?[XB]%8OTF;JU/T=(-[W-
(IJ2I**8K,570+PBQE_!GMS&[,5:Q&+VUQ=_M\COMH3MPNNYL-AGWVOWQN--UQM[0<=S1J.\X[7\-P1ZF0N)H!C(-2"9,D[_\

MX+ZIP^368F^^"Z8@>>>KGF_M;R,W90J234&R*4@V!::F(-G02[. 9 J2+V6= ML\^SK*?1WT6,UP5L.;0>?_ODG2HW*F>RV-OYY M'-D'G2Q,7UV/GZZM?X<3B\NEUH?W\#^W' 3X[R,E(#3$8?O=49SJN:6B&#(P M9&#(P)#!LR2#2\^%V]%(9B\2/K=*@\YC-32X@X)-X<<=J:X&'4U"A[D=C4+' M:6Z',?NEV?^W&$?=.:#2(M;"@BS8V\$$0V\$8^402K^;K QY7 3+MPKFKBF<6U2"/:"T%^9.%0XRFWN: MS3V0NMU8-]-S;4[7>ZSF3HT2O>>#CL?J?V;0<10Z#NU8;.!Q@>BX]!#+L^Y(MUSG4GC'>Y$=%QV/-'C#H."/GOD%'HV['11M_S[P-G6.T7(,.@XYMZ# F>;/0M<=8VX/F'&+@W7;01:+A'ZLNA_3Y.?HR E7>Q<#-ER1O@ 4CN_7',F@\/0H M'!UI)1D4-@:%]^S+]/ H-.F&4O[_@MF&LSA:*AT@"N\C^W=EAYP/R5Z--V8; M\RIFV\\7 +VG)%!WSFCSS'H.V?T#9N#/F/J2U'_6Q1>%X:^'WK14EA7TN#_ M_@$R"T^= F>>?V99?A^P?9)(4DG,SR*ZTS?N:X,-@PV##8.-9YG=E\N\+6.# M+C)1YL]_&G6SP0G5X?'X8P!>"=$/Z8+ M$6^X[VTK%,^CPLMHNP8G!B<&)^>(D[.U"L_^LV)[N&=,?"R$'W.V6]'^NY-M#DYC,'CE=)]3@V/09R[@<\/@5;\Y!_DP.GI[A,QBV*AI'_J?GN(MB=LU!!/=MD%%0U!Q@!/?8.)1,=$Y0&\]*QN9'<7;1*,S>CI1R ,5X^C&3_PH MM$:/I0PW*7(G)4&=Z]XDNETW3!L.@:/%X%'&82IO3E$^>)*@@XG1@ ?D1PJ!3P;TGL!SM MD0XSK-5'WT7+E1O[211B[O^712P$=?K][*S?H6G%XGU'E3EJ?6_62C8KNBV M;:O3[O3H=_"/;EF7W3P]H;OS\(HVO>>5GP+PO#V.^JDR)'GW;@FK.=4S[<*N M W>5B%?J'Z^G?K(*W/4K/Z0UZ:'79<3W5YO^2T0[?_WZUI^FBU?C<6O8'G[W M(C>4Y,+\K=.",_Q0_F@U1OW:[]GJM6YSZ1[:\;M0:=GH'O6G[Y]W1X(+W-!K6 M?W/*/?6'0[.G,]U3(^EI=/>]V^'2N5/-&F_\K$838FGXF)_M$M$DKQGH:@+ MP[],XA_>H$"T0!;NH8M>#BS>+=QPOKU*_A*/7-6$#/*KVN^13$"SU?;-U&HBM5% 5WL<>W7G&"P=2]IYWY4) \=(0RPX(I>/>>0YP,)S%^ZY0/ M4ZQ@**NIE-5MC^S>L7.R#&49RMIZHG"[K<[9TM8A^38G$V63+=] GR<=;J5MX2]-1?5P.+;[XT,'^C:'P1C*;BIE 579@\&1@R<-91G*VEZ&. ([KG.^E&64 MHO-7BO;* 'ZL'-@[B\VD6PK+T6/A)F)J3=;6RW&GU;=@C0"KU3&']R7#_JUSAQ/[F+3E#1FS)%;:! MTC'1&++Y,HX,?[[;L+XOB&.A?C.71;MW$6L4^0!F9DWA$_E^1"65D"U'+BQ+;@R2B+K3!;3D2,/ZO^I RWCO,=/3*K2X6NG@ZV!&!: M=JBZ=93T19N11#@_^)3XAN0!C41N/73!9P2]R>^^0GUU]L\P>W"]Q8$@EC, M D 1[Q2?8E?L]81V'XH4?I&*D 2NZG 8SA.Y[L*-G=@L;4U=UJ27:_3&F*NM\RI*"/BO8A&X2#@RQ9FOC_Z@3)!N%X^XDR0*LG3[(T^5,%]_IWJ5='?]OXL\ MEKARY^)Z L3S]=J=P19?N<&MNTZ0Z^N\ 1A#!7+50V\]VFQ6/MH7?RD2ZS>@ M]$_1T@WO@/+7[H=1\H MX7EP8!G%74G8AY4LF#V9/9D]-6E/P[8I?C#%#Z;XP10_F.('DZ)L4I1-BK(I M?C"LT9QU3]F#*'IY#V8,*0,2F_,&\TF9&8[OM'-K" MNSE9,X:PFDI8P[=Z1C",C4:+H^PG*X]'\)BK\SD^=V1?/FL\OP,?[ED_C+LMV>W>^282&\IJ+&7U^O:@WS6492CK@4_4&=G=,ZYAOTR=Z!0BY,2U#T\U[,_IM#LE9M,MR%NT1D_O.AFR'AZKR]7@\DY[]1Q+KL;/%SH<*#A4FA@K,\Y=W"PPO M-%1@>.'9\J)CGF]N#6\EQEJIY76ZK5&I<-<9?5_?=DK:H_Q/6*Y"J*U$-=4.RJF]%(LUPVG-8]V2X]^6XDP$5@. MRX_":M%*8.5@,,.%U$'E42&C-7,\/_-2'G^.K0Y'>1O%7^O<$_D/U'KPV MP;-X#Y;7SH-HX@;Y0_0#JM4%ND" J2)="PMP2W6^!?X\=P5;2->XRR1;K:(X MY7?'T6VZ:%FG&JMT)SGJEI$U]0%N46HEP,/\&?"S,_4TSX+,2S,L,IYF,0)L M?U(&^!Q'C8V$U=U7MS-J]? BR"\10@HF:\M /F-[XGDKML,+ !H;G^C;,\^U%QS]_K%_=^*O 4VX<[HTI M,=_YIN=:?FOV9/9TZ7LR)>:FQ-R4F)L2:&LS032(:S M&,YB2LS-.F:=YJQC2LSO)Y(N#@8/5&+.*3GMYJ7D%B&%Y49(P=2;-[Q2 :NK M^FU3%WQJ/%P@9?4&]F!DAA:=&@^71UF=H3URSK=L;Z^D7%-=U; #FHKS9\-? MNH.1/6B?+X,QE-54RNJ,NJ 3F5X&I\;#Y5'6J&>/G?.=;7V1.I&9MM>0Y.@:M#U61DU[)_1]6RW;&)RG;J23ZQ_Z-"%5=T5#/K2^V7Y_FGQ<)6(/O2N4%"^%. M/:"^U)+C[):(;*$7QW W]_U)FOHV/!QF2YJY*H22-O*]RQ!U" R#-R?T2ZGS8 M6"Q=S(R.N=I@^^GKRQQ&6TJ,$%G%"59Q-(_=90$'[S^9SP/M$CS1C4C2)8X= MPW=,8JIFN7LA2(!8$SIDB7P(KM4#P';SI(T7EM8EZ&J(*;^'/.P<;@@[&'I MAIXH-M+,0I@#;L:HMSF)\]FK8K;>BGZGU3[N5KQT^MJC$>:Q^TM1IEIO 2CBM*6Z/>XT<1QL ^E3W"#C*^(PN4EW=4D??OUY,5*X:*IULADQ9'SJZP=(&^EO3 MV+T104Y%ZE7U]4^=,H].LDGBQ?Y*1UUR;'U,XM*/HE$N+&W(%C\!)@,HA62 M@AE*^J;7*P/!#"6]N*&D;TRYU,XW/==2$K,GLZ=+WY,IES+E4J9LT9QU3+F7*I4XWD5.+KLCGK_'' MK\:5(-OU^.D"\^V-D-IT6TC-U%92GR2U&Y37M4 P%P@?QFW[4[?2*Y3X^$"*6OHV(X9 M%7MR/%P@98UMYXR[9%RF3G0*?#2MO(KW\X9R31I98;+-D;6MS,3I5,I,G%[# M"K#:QQ9@=7H[2D?B;;#2ZT>:64AT,)K'Q; 91K/3G&HB9UBN*#D]B@^YYN=3 M-_(W$8K8#0@6;Z=+/_23-*8"$#.3I*)OF9/9D]F3T^_)Y-D;Y+L39*]2(W M2?8F%=:DVM6)-D;SA+,X%D.(OA+';)WJQCUFG..B;)WB39FR3[#4#\0?W MCOB#2;-O>G[&8&P/NOVSS<\PA-54PNIW;<>4;YP<#9=*6,[[IWQ=)R+S"CK M/J^,,L-?+IF_=/OVN'>^P,9366LMJ./>AT#&49RGIH^=NSNV=,6)>I$SVOMRL/F#C'9[JS;FF,]**8)\,0&IV&I]+TC4^E#RQGN2+2>;P?7HTUC:&1F_N%T MT^T5DU68;GK-R8R=.7"WP6Q1>?UP)1 @ M_D,(X!36U7N&X_?''6O0O**(#QA$$DDJ3V@J(1J:D6WV9/9D]O3T>S*5$*82 MPE1"F$H(4PEA\I5-OK+)5S:5$(:S-!-(AK,8SF(J(/X]_/,++1/QMYY,/M7K MM(:8=[Z*$A\+(5Y1M09LT@W_Z[<,TC"HET\XDZ2*,C2[8I]LA"*>E,?U^I7V M0=1,%WE8=^:7.Q?4$".?KM3N#+;YR@UMWG: 0UND!4%^!7/?06X\VFST:%V J MGHOBJF[%P3U,V>S)XN M?4^F",,489@B#%.$88HP3*JT294VJ=*F",-PEF8"R7 6PUE,$899QZS3G'5, M$<;]1-+%P>#2BS!$)39FJC:GL)SY=@=9[1Q40^D1Y,69FBJ1%/|[MC0E*&I M!\QA[9PBT]_D&6Z_Y!WG:6^XJ;IH & NC[%<=>RN48 ,33TH377MP:!O:,K0 MU /66MC=,Q[/=IDJ4'?X7%2@YI=92,^3-?6G5ABE5@)P\V< PS -UM8LR+PT MT.S&S)[,GIY^3R:+V&01FRQBDT5LLHA-KI_)]3.Y?B:+V'"69@+)XV7M])4SJB0V7N,G^P/Q09L]Y^!\S+-B5.'J*S-N[MW57PGU*_\W:KFS<\/ZK'M?T03:[5IJC)==':&M\6W'V<6V'%PHOF(4 (.UUC M[]P0FY3#([=^NJ!WP$)Q=QRF)O 6LE+?AC)F+<-GYG#=4!X?5$E& MWA22]!=-X8^9'!JA!_@!/,(:N WRAO[NGQ5I-8'^,QR<&?IPD^L?V3PN8B# M-:X9P4]@1S]',?RD??T/@O4LBV&Y& Z2NG[0.C(+N7I9&Y"%_)&.]8$;[%_) MOMS?VU8H3 IR4U,AS9[,GLR>GGY/)@?9I"";%&23@FQ2DVBHD4-(F")@79M<)9F LEP%L-93 JR6<>LTYQU3"/C^XFDBX/!D^9@;PL@CJOQPR>,@;6+ (2< M\'LEM@<@3-9VT[,:.H/QV:8V&*IJ*E5A*^3.$W<),S1UV33EV,/QX&QYU66G M89F+=]$7KSONGNW%,W355+K"%M2CGE$2#$T]X+P$>SB\@':!%ZDDU#?3-6G;MSS)M^Q&R:.\$V!TNJYV]DX],W+YWX^3+Z9O\>QS=^(E*@I>9RU_<;R(Q"S)[,GMZ^CV9A&63L&P2EDW"LDE8-FF%)JW0I!6:A&7#69H)),-9#&"8X35]:%P M>735L8=#4PYX:BQ<'ET-NN=&KEVD(M0Y13W/Z92ANS+/WU!B21,[36/G9DQ/ M]BC_ WU\NN.JDI6\(QMY2R;RC@QDRT^LEUH+:^XF7>S"DGG4V)3YI=-RMK2Z MWK4W[$J]BGT -8#.BD5 _:!AH]AA>A$%2'+RT.3H%-8?H8_^8R-HA/*IZ[9MU"R.EO#>:.9S1C%L"L ;6O_.8C^9^M3$.K%A[[.$H"S[80.04NQ!#;N@CMG4 M;AH6;'UNT3I_M/[>LF[<(',I![8;!-&M&W]\M6IS;-?[3^8G/BVT W;]HV#7M/2GL6M;6:R,)N==I#3$+>Q4Q%%[1!OT;421??U?V&\O4[7;QB#M)HB!+MS^R MX9A_TEO:&U1"T/'<4>CON.T_S4$YDID#7;_\H/[I@Z39R4+]JA+ MV9$>U2B2#DPV$L.=%N]#5ZVS[Z,%.BT1D= KK$RH+;::XNZM92OM@3P#@K>-/)F]'^O'XJTZTL!?_&! M&T[]=$ULYYV[PB)"ZY-(HBSV:NL!G^[:?08N")C(*$5 K!"I-H[6;@W0LZG M ;Z)WTBM" +\WY6[YC$XL? $,+@IO\W+$L"ZH,K2Y"UXQOG030!.,+2MU'\ ME=X,6YAF7HJOA+_@&,C8O10%U*:'V8"_RW/53T6OYHW#H)HB>72R@,$B%8 M,&1I%HN6]2&T?G77*)/:!#8_23+8\\O^L-]JYY+-G<]C,<>Z6H!Y#1@%?<563])P/2GODTE"A)_33#7<.;)MD: ;/* MXB1S0SKLIPSVZ/1Z;Q$BRRR8DWBDRTK+?AP4KB-4E ()@FN,:(4-]Z(D)>T#H#3H M%%8@ ?-M-@=,(SB<$CP=NS/N:KK"7A =/">(LE%M=X:]@O!:UKLHA'W%@LJ[M\^E5J \'@M0U";T<*AO0(S2X01)9Q%$)5@ /"02;1W"(;U)9=P$[MJ).'4!#:B9(60WJ1Y>63R] @!] Q:#[[=> N/*\>X?>)GP[KKZ,P@E M>&%KJ+_2W-2QL RM9@'61*$[W+G 3 MH)"&GZ91MY7G5-T;28)A>SJFU\ZG6[K?D=^Z0P[!QZQ97W.)@EP:;(5&Y_Y MWRS0-@RV0AKP!+,;P"'1HEP]%DO +K[V9;??ZK&NOG%5IS6[S](D!=B6*0]. M4M?KX=&E=[V$+%@((*0"DD/=FP/[43S 5@BZ"JL- A%35^F./#UPZ.ZT6_TR M]26+!L'I$"[1L^DZO$/71;@N,U\@1?BWGQ9\5IK=5K*&R^319=N9X?H#9WA5O\ME']CK_^67[]O9UO*YL$_M)/V5NRL8![X_J!,KCIV+ELH_VGJ10:ZMA :3M? MD]S"EA 'UB2*XPC_DKZ(#>"!"@B;2TH !S #L^(9DE)FPF]8IA5B?^O9T:WB M[N+<@!]8YJ73KQ[%1HC]6V]NK)"F?@)@5[Q'"50<+*F[67(=7'+3(':+#_?:[M!+*;"-"!4>4&\%.32B7Y@K"?"Y"4)8#6#5>H04H4&%9133Y\BVM6=<4)HSD M-FZ!@DLL?X]]M:O?-M OE<+BZ6= ->[@[?^4 MFB4>*+^\U["3:[(<"Q-1*K<#X$V%IU6N*76'@B8G<"> VY'G,L4+G,7KDKE) MW\PCT&)"HA87Z-HK_T0IW2*F\:PK%UC$733.!O0-*%+,4*(XG46P2[5)M*%G M^B_FL3LMG9Y)3(QN&+SG*;1-N4#OGU+ "/#G"\BOE5KX*1,6?@YCK@5TA"O M&+DNFM:S '@+3[?%KT$9S,"FH1=.!;Q-)$4$S7U/&G>X;_H=R.7;TLH[FUZ=A/]W0^,)&,'K(A_--WC=$ MG;W!#^R[+[&$<"ZD 8K Y$'T[".>;H$$43XEV0SI4[!5OA2"=U8GK=2_R;D/ M+T/J"-E!A9I/:F&@(Z5U0_$MM9R.##NT<*HR!T4 =A&P2+&.D'(V?DGL6($) M_JEV2>>[Q_[4O3T"X-A6$?IZD9]*9V 4LR=#SL$F!0TECHL\(EDJ<:9A O_RER+WM.[)*6P)5,52[N)XY7J:P,K(7P$V2K7B(=H4_AE/YOA7S2/4.$FV,L9S],,O) MGU:ZO;K9%D4;8"54N\L' %, 7W/KQM/K(([.+0AX!R?0NR =>TG7_F3+)1ZM7YH+9Q?Y92!9%G;?RT"DWP_*2JPLFMGYP4+AQM?T5Q"%\VO8X%(=I.!KQ/*4 M P=@-Q5(HQ8J$TO4CE$5C="F*%0+] MD10&H"!2"M%WE,HI[E=!_;0Z4CRPUD,%S9&$1&S0$#N[\;>0CK%;D00K4B\ MBAD %R\(K@*H!$8H\8-WA*')NDB9E$O;BI"B;U%NL%M9N3R4EQGI=R9"\%(J3D<M]44W(OX&Z:UX/:!>Q#>^)^&<"F\1@JR:$WP+@D%Y'* BDK%+%&X(\ 1*IY.P MH(NCQY+5O9!HAO?##WR3*; =4RWRPZWQ(,M3$O.)Z]:L1^X!T$F:N(7KC1Z4)64V@T29!P%M@1EDIMP-3254P5H5%]M1/5$ M*%9 :A-_KH%U&QN7$2!BU"'_XG2R,!!-_,&!#F>3'MM\1X_*38@15*UDD> MF[&5DH;'UN1N[/J_%-1B81U@<+FJN&*5JN\SNKNX:@!$\6%&/FZ 7A:6WU"C M\]TN0"N=B@3W1$#RZ6E0P'$/Q&HVXF7P*Y*M_A.$^M_TQN9!+)F[.4I$\B> MW(215Q:>4$99KIA%I%9D(>NO$^&YR,7A'@>N]U4W,N0[[(JM6*C!4O-BF5#H MGCE;!=4?A00IGQ@W02\U0)ETR\99?D[_3M\3PB#WJ)%U4-(46;2S%A1+Q32: M).1;##/"1"CBRH*5G*PDG;*$KUXO@7VR@R%;"0C70/;&C+<1\KD1![C)A>% MJ;AK"#DU"KQH.C:(I-!!.;(^V-8'^,QR6.*"S/E'!I_##5G#BJQ^AF@2PD_: MU_\@W6(9Q2C3X)]+5^JW@&=E;W4*YL_)E=S.DX$7S$/9'+A>.BF,8,O;)YB*@1;D*4X=2T*(I0) L MP,9.+ QEC,!L?'&,D3[!*/.&/%A9]Q4&6N@[$4>!Z[9^99@.N2&NIGS#"W\ MMR<2#V[6_P]1N\0;#^CP=[$?O1?R&&'>:.I#_B^JWJ_!N6=:&]W.1. FA)K)TK[8MIM_!4S83ZXWL[KAWMCT/#&4UEK+:;7MTJD9U#RM!&]XRM)8M7U%&H!]^+^-N M6QAT72_1<[\SC;\:5Z.!/1QO;?#V.&SU#NYI$/[8O+!O#X9WL\)'YGC/I'OR M#E981*CW9(5&KVC<71K:SL#HJZ?&PN71U94S&-K=0?_)6^#6M_RJ+Y^O#M!] MA$@5O6?_>;D?<_/_[1:6VHPHUMZ^"VN:Q7D]^9[-8%Z"&5U4.*B*+4XQ4"E0 M+A4-8QX]UU!K36HP.>O?&54;8/@LC,)KVJW 'C)*HI.?]CJ5NJF*+5>'BO*M4LK)IW>/JC_E8GPJTZ4 NG9PC)[*R+WO3C"-F))4?ZMN8J-HA&LC7CK]OE:R M2A5<6!-WS:EZF&LHPH0CM[)=BPT['%<:R$S%*A88U54'*A>OA857)_K+3K?2!RP&OU3T(SG'@)WJ57:_R80VP MZ,3E F],7C9T6]!Z_;(I;BIC\'0,$K%]J6]D*&R8_/NB^<_+3J^R0DAAM<"_.*\3S8G0N,MN@E4.I0FY&ZR(ABDQE(/"7< L0U#%GW8&&_<)H!O6[A.(<.7Z4T5P,JVUJ>D(R+#/8L@H@B7L$<\!Y/S44D#A7/UVJF "R!(RRHX!^<>VJ?(PP[RP@3R++.[8_5Z!,_GX'82)\QUM.GM-!C"FDFR >R.3=!Y)]G2E[&FW"\SM)7N9+#B3_!,P-062UD1P=(.;\/=HF!/<:5?T+W$MU;"R[MWBJO^XXLH95Z7MZ<555T/EXX@KURHU?[B?&%"E.E19)M>@D@BNU\BK M7PH9D=0*B9=.64X?(4,EV^Y5M;%'$J:[14Y_H!'P72)'2N;!@X@;37C6KZ[Z MM=P! YUB=RRW,WUQBYGX" +O0#/Q0QZ$V,_,?$85%6-34=&,O3QE1<7)?!_2 M$5X;$CS4[X'JUVB@&<2YREE(W+QR0%4+D8?JYNV7$<*QU^K+K*]Y=P.G_#-4 ML5'BD)S0%IXWM"-FV!XLG2--,R>WI%#]__6="-JQA6ZP346HR31++W%HC2]MKE5K]::USMTIUQ!T2RQ4S4&S#^PZA;[1S**%6GOH_C39E?ZHUK!:M+"=, ^% M[J@_U!MKR,)?+D[>ZP6==F%W[(7_@Z].OV)_W7%_0&GJ5G[![!3>KB#@6*WE M],[MG_-XX1DZM^N"G4PBFN5[A+.[N&72+$&,%W=BLYVLWA2LKGU:J6$GUYDY M8^O]\!0/7J_>???^?VCB_UCHYMNM($W.XA#*7L/#,_59J7@Z_^/3Y#]EUL:B* _NZL+C*@JK: M#_2.QFT-9^=*O=A*>YW16H(;_&[AWG MQ4[&?U13\,)D6G;IC; OCR1[}MV'{0NY64G3I49\W=/;!S&% ?*#A^LI ..:D#T;-P/LD*57NUV76IH+3< $?U M;]!+8N'"A6Y,O;QBBY1;HF*HVB$>3^:]LR3S=Z@Y>H"=M^SX0J"^5YU53MK@ M_N/V$N+:JG"77+V"Y\5(3UX\)F*GC3IQ,^1!MV4-)-O[S M$R^($M3IL1YG-DKTL$]S$HF"!U?'HLZ]^_N W\FMAHGMC;T!H&K M;'KX,3 (T@<4P,F%G[U7*/\F++]_+AN8S>()?TO*7:Y5Q*=_M!O9#EI,M 8/];K0NU=P(T>/F]C;7C6"HRY=1;_7.]WT^!)M|@]1#17PJU6V M!LI<[""&9U"MRTB_46Y5K>>5_D+]SD6-.X6"9.[HIT9?$OG:!)\{(H"BN)C:MQ<)V9XIN073*GZ1RXSR#9Z^U=R;K;R:;#D56@L?H!73PG@38Y]Z.>'. M;T EC; W$0F;C7NO]1KD;E08'8BX99'6#-/>/O6R)/78]=<5Q$:C3U1Z7E7Y M"P$?_CN/$!BP91_.\E/&81ALEB$MJ_]QEVYR_2&)7<'-#E2>*[UW]\C5UL MN0P0FH%IK#],QORGQ5^9P<;S&4R& M12$ 6"\I0D+UF_ MFZZ7$S6-QQ/]!*LQ*[P0GB_Y"\ION(2LM6"#'*NC"&J?7C@DX/..P&_#,*,9 M156, [UH?@GKP4_6PHVEK?V3\,1R(F)I-C!Y=5LG&)3PA3A 80N$40F$*O;/ MS"P1!2 /F-YGUY[K1$0BOF%[.[I)$77'$:"/G6^4]UW.,&KL"1/N?=-OFW!O M,_9RR>'>#Z'UOR[(@7A=^'_DZ"BT.,.*L8-\LVJJ4"=T$6/CNVO5\[;6 M+!\#4LHUM+$W7KN;X[2W4T Z+IZ4@I\\6-1NTY$8H-?S?#47LI\KY. Y0 M0["!B")DOS>P#U0'MTULW=?!-SQ+!]\GX7'#X@\\?$63R[_'8"BAB=5[Q5*

M@SG%G!@KJ^ (YZLOT0KL MRLZH_?TKZ\.2VE+G#;KY9R1?U),_%0Z]I]? B_QQZ=Z$A46XX'&BA:N1;'Y- M,T_DWO,T1W9(N&R.LP'+Z MBN62H4\-SGF%?1_MR3%7P(*PMZMJ^,Y#I;#+J_(5:%V_I3--1BV+?N\\8N+6 MHA%);CQMZ'@BN$\Y%';=IW$S[M,']A5^H9G@\BH->W57J?AE$Z]02L,32M>"MKH*-6Y<72Y1=)[F35/.BV/7CT\D3BR(;U8 0(V2%R[=X$192N/Z4;Y\+@)O2 MI94JF[R./&Z'7RMO/@]7B $F&%![F4OLSO78H<4;'O=GGNG[+H4F'NK&]^YU M+X^6_]WV'?+_)%UCJ?EQMV59__CC[6]?/GQY^^7#_WUOO?WM)_S@%_7W3Q\^MO_OEX^<_/KW_;+W]\>,?7ZQ?WW[Z^_LOUJ2":E9CUHC?@EA?X14N#J M NR9 M0)NEFZ?SO.90!$XIX^0)[05YY")_BO@N$1LI1N'&=OXI#R]@JWMI$;MG=K[9;U-YX9$LBA/3/7C]5-R.W;RI9H:%!>O^(FY5 B M#W&/1G-*_K_M9W#1>%B(DF?[!R ?)9?PR Y.TJ5'/5>?E%KDY^^AYN9*??/ M#)XT4!E&4TWK MJ!LC^CTH24&&8[08UYR3P',)G=;P_QV1;Z?5;W]'D];UZ=D\KTI"7GDU..Q7 MS#CDR3&4Q8?Q7(KQ1!5,L<^X"V/^>+K$41NJB8L:;AW5RM@_6K"#85;-=S3 ML*@\1JM1$&&B>%3"HO#:E;'!L>5[C MOG-9Y8QEY0$MI&O>X%]?5'/S)EELLL@9+G"@N-V?HC.7IERP>E8 M:-2LK8BF)^NN8FWVJCZY,!8JR0-=A465LAK[(AV-,SB;\G/S0%N\>S2MLE+99S%[^9ZY::"/<]#%I MY#*-7EE?KY M4#)GJ<&L.'"!8U0,HE2I>#IDDJT:QLMZW]4 H8V_\A#=9V*)0YGCQM:>/062WIHSCAIU*$;K!,_04\B^DLYK+M5X/B@HWKL/Z7D;&NQM7N'1.5/1>4Z;3AH7MNZF5-#J%\H1W_P9&=@M6HVP+52\O_J]7S)[_15.SLM!38TC5AB4>9_(@.&RP9E%(W M1GSY[B4H4I#L(J!@6K)$E\O#ST6IN]5=&A2@K3I@176\BW)KZIS 5VXDB! MK=1Y;5NLM"_=?T>QS(_G/7*M@H]F/#K)0E=>!NU1E6.=]T.!/<^5HZKZ'!E_MO+W"?K H@LT "[5)XI6)ND'$MYN,H8<$C,VU>Y]T(U8L[A_Q[@%&?L=<0MMZ MG\416QJ?08EW5SA_\"<)PT;2+1BB%3H@U3EW?FA17SB\Z7CXU'91']$;I;I0[M[BA(!%5P%?NR]2&R!Q7PT8;)*H:QQ13?OH@J7V(37;?+-8N],/3?!H'VB 1/ MH9_-+*>C2!5-,(P_R03]B(R6US@76#&EE0@+)3G4-JVBD-Q'I)(\7 M(LJ$>M4-35HG$(J8>+W8>$<4HL$IRXO(2\&S2+&2!#88"/WYM4Y?A'V=H>6AM(Y1"VD/Z1MGSCOH!V%/ZVU0Q2H@Z94RN 'WT^PKS_VBF9DJ'DL4N7WVM@%!R MJPUBUZCE?!7&#^&,ZY5RK-<4G)FB)M+P:#)F4G^]PX295V<"9$M4QV':].FB7 MB[3STBJNI@-Y%="SOBJ&2]+:N!)%Q]5+JW'Q(NPAR*^F:54Z3>>'0H:+WD]* MK&5_XR!8"EAB1FA>1\$,FP7 #>A]H@NXBB;+V3\3YE-4I&$XZHJS1A-VT#> M) !U$LF:HH4;+RL K)OXS?61-8"]1]9(MY%9([V69;W[^-N73Q]_^4P9(I]_M^OCN_4^8)'(J67#@O7Y?JNXM\KTPGH!M:D/"TD7RVETM-W MOLIWKHE]E93%TD(RC[R^3KJ==?:?YY51X]]'T5)ZLP/N#]#-EF"E"FB;9\+ M!\)I>^\Y?BT,^JVJ.Z/DL=@C2MJ-*+]ZGNT_E0NNLW'P.(VNQ@9/57UZ[($ M'IF.-)XHRJL2P61%)EN"G]^_L^(LD(H+'CH/X+B29U1J#4$)9RED-N F"B0MA%V>/JA2#J/]+M(5Y1?,R-4))/6)R G8][73OQ+< M3,KI3^5?6A^=$GF[N1M"A%/U3]G[@)H&8'VE*AR3VBAH+>Y@2[R'MVBQRT6.9SD/-5*VK&*.":;W,(@O/5 M'=\5GIT/LL5$(5X^ JHU#.3I_DT4-%Q6*Y,F2AVT5;I+Z 9%\!M/5NA'<5[(MX.-,KYPCUZF-!0T7? TN]XT==&FI8L&?\DK5!(U1+A44$Z"+02,.-40KL$]=:A%@YFQ=A!^L6%6*2!8!H_JNZM;>K;[9FFY>).XH M/_A#(2&DBXJ.V 58-;>8U1I;IH5^B'?=HW9$P5IUI-441)N;[TAQJJF+U*8+ M--N;_-CP[KQ9&&XTSPZL22Z7:FHTVT>Y76+A ;#I0#5DF[E*[> N1,RH$C@VM)=]COB+V(4H*FU.#MY^4K&Z,!*TM'WZLDUT%I,))&C<&BY*$6HMMVVXE%.M+ MSUC+^C6*142Y8/#K?ZN9'_+>B9*/I'PUR>M&N7+*W*[$2*FB##W/=-A\8^B] MDZX_()@IG)K2O&4B6CF%7>_M1+7?,GU*M![ST(/+H1?SN;.>[KPP)H<8^Z: M4U5\E+CL ^=2-?:;XQWF2.XR"OTT8D,I6\W)LU\G2Q)N8(3^"4H]C77CG7NK MZ8Y/;*$'5$VT2^Y,:QUENOM!+T>4R?.4*(BGX=[&ZBYD,FI1V% /(.>>D:K; MW:[J'N*;':PP"O)%*LBG;;GP^]M/7ZP/'ZQKZ^.7_WG_R?KPV\\?/_WZ]LN'-MC[]MB3_=LS5%=_SBT4-:=P03G);UR_N_O?V%@PCO?_KPV]].%D6XDV_\O%%0M)%WFFM@+Q)SR]:E!=EY?XP6NOTPHGT#VN]E20IJ7C^I]!BG[G])E7(LCNZ@D M@("N+K;1+A(4B\)$*M(&ZO)&CHT--A-3K)I@!\0Y*S"L=Q3BVL8"%=1+9=$9 MHHI+Z<5,L$\Y$<$-JQ&E\6?H-%(YKWFJD >0LBT14LZ^5.-MV=LSX*(1[L8M3Z\9A:PIB!3Q3P.>:274_%7_:EIV\V><.Z MF)4$-%7JA1HVOB\+N>?\5%H2LO J<&^+?+E;%>(5.&W^::J/ MI?["OM26;_P(HU]Z8AK0 #WY@[P4>LX/*#Z+5&@#!&K>"*WM\8',S\E3&(! M-9QHK:Y+7INE^@+_H'4P)?)4_7'_G0$#19+&G[Z@Q5Y4>SG8LDDL7?=*Y]&< M>:*Z3",,R9*;JLLKZ%BUCF2FR$BPV1T5(F!%'Z#=X5)B#<@%=D=#\TN^5# M4Y?/D;*R#NDZKO?[W"/$=+1*T>LT,F_!>=NRJ'&%]?/;=U\^?MK4,^Y4J$[;MR>:C;DWZ(?)EN*EZU@RE+@+O0.L:R(E9M0S_>[$_R1N$6O_F)[)@NC4@Q]P M @V-QE512TZ#)!LX[Z),$[7*KT*9.1=T33B!+0AREDN?EJ+J^Q!=U0V7R"!1 MZI.,DM5HO^9,%C]PAJ\32N+ ;M0RB/Q6E7-$>]3S72E;YU-QJS[F=T5M:G0 M\D%3!+2\N)"[-[P-UWF!=H31?(K:$W1U1E&(H -SMFJXA"U]'Y@!H;H>Q+9 M*,]D.QY.,MW9%(&4(BK_X8RI^^](;H:RM">"TJLX&+>-Z&0V;E4=_AI&MR'N M+TMR!]&MWM='Z<'J4<6,R?U'/Z?FT_9A72)DHVF&"4,773G\,:7+4,MTE.Y\ M&];ERAL&8TFXJPW.X6; 31;JS&&4MT:7KC!+?/.35$LC4 V\Z6:QGX>UE$6> M-3Z1#B*G$S\17*;S7RZF)A.JBA8\T[WNH$X>$BA1ZGCE #$A-<)>Z M7TT:)3O/95)70FGR<&5GL&RABA7J5#,M/W5TD"$<_->.C:9(4#0* QQ[@JWE MN1M6RZ*T3%,-+DOD2+L HYJD;2O_ '! \]\[B6A;#6C> M6.0-2ZF2F"#G^:GL$-(>:]3=LGX4A0(B)VKD@1*X41CDE*T#W)4_I<9\['T M&4-A,ISN@(Z+E!¥CVU*Z.73'07T6MM:\6*OWT\K+V#145;4W4A,.04#E51W< M4-I-N"=V$31;T$2/PIB'=R>8X!38/.ADNE%B2*U!2FVK)Z Q6U-0WA.J{0O6MVUO4Z4O+*:HE((*"0WTD,*&]?"JMSA*36#EG/EUH>?%YP5-=^5TM5WPP:=$< MT:GS;R+&'&KS.+I-%ZI)IR9&94$X%7'-=&J4]>08IFRVT-QU:$X#]Z@.7A5L MDM6G?H:7OM=V*JV$7G;;H\<1<,/A^'E+N/YX5$PP?V8 N+^$TUKA$%^4EE2% MZ+&L*@&[G;UF9?K/56F=(>./J0Z\E"!1QF!]V.",;HXDA==LHF0]2G:FRT&;J;^BATE#&FIN$ X4&*XWO*2:2 #A MR:]\^@D;1^JME<&)W6YTDJS"F_KNQO6&2Q8DVXYR:[;;-*>]YKA1GU M;*=PM.8)KI;9Z1FS*AD.DT8#-Y0D)\;.-$5>5=\[*8I]KD8"EMRM[/WU^>2UE4'I/[M.7>GGXO!5]$=Q)<]B>HF>A;(YMX)4RSJY-ZP4:AY#)#GR(0#=BBHP5"RF16F/!3L M)9]_[.?,DXA>17#S4&V%P908;G-90<7)H$U=+T" XY<$.1=DK"+$Z:S![]!;3 M2VM0422LVC2?-ZU'AF M]"=X92Q\!4.0(E3Y&7.]#,94C:0H_1:VKM>'ZH.(%<-#C;Q(N4!75!9[^^5FR7TQC:24+]5Y M"-QK:B6*@@3Y]=\!$M-HJ5K423&A^PH*X0-?8.L%C0SR3@[8Q29=4".&HF6% M_)V'#&P^1+4W MMWPTKR11D\THC7W-/\<8)7LPW\,_4;ZH-LC:EQ::J'$!6SJ6)LYE]YF<['6CMT,9>,93K0PBF(+JZ>VI^&ZM7B0\4Z)(F!58VZ9D -<9:],J5)?'/Q,*JJHE [MJ1A<4<;VJ(Q[V6S;JUKH.5#N.RE4<%;G@LP@&(^C7&-,N)$!B,5/Y'[NE!MZWX&)@+GM_XO4"K AI#*O=6P)Q**88OI(*QB=^3&LF>N/,WU,GSYPNSS-D$CM MQ\]6"BH4^9&QJ(]I\5S.X,1"7R)!E$PWU] 8$O70U:=9XZCL..(63;JR)#/, M:ML8-;1AW$_1;0B@9]6T3O10@D?GM:8,:#2>9]3JU&$7HP;IK;F\0+!A%;+, M5), -P>5\"R! @&[>[KN@40Z"QRLJ',GEFFW=8'X<=L'8&!/.+Y3SJ3'S0<2> M\#%-3'68*:5WY1JV3.W3X@CUJ+3S$>=)1L5"('6P!BR?:9ZHV\M:DR80RZ*8 MT_;PV06(-)PH@*EV@K-5?0YZXYX4"F1H5;9M2-*"?>F^?CV33HY+E M^K&^@UPYJ_ 8>8]EGX!$+A 4Q;A<;@'AK+Q!2 ME;W5,W!G,D766X2PI_FZ?.-DM!L$%F]0.7A'D ; ?X2(;;$JUIK+%7FZ>8S M/;!.&MB%0!=OX!8]-Z5'B$AI,Q2J%!^60/E\A"B6&&>CC(PC2H1UP^K5U#>PM.:TD$7E:;_E(;&$4LXH40"GXR"XKI6E68U:!WFZ3LZ-<.85$PQ7;':H19+I> M,=.M,R#ZO4W.<>0GN=]DY:\$NL^U*N0!L[Q^J6@K#K+U%TG\C7:M!1;;4J%[NTM@ WF.R_S*QZM<\51M3%\.2W+#]5;VYI$:QRV^W8VW*7\;E^GJECMYX=SUM9MAX5#VE0(;"T&),PDD^E?;HYRM!;=*$$6F!;@J!&1=%4>5L=!D)=U8);+XGORL==UI2TC&9ZCN M/\RAC &F$AM\3^D4FB%)P\#U_!04T2DMGT$E#T7C<.?':%:FH&E[.H;I24A'VH,3 M%680MKP%02$:6B7TSW(*AZK[K3L24@8-/2]JK=%BD^[C7&J6M!U,ST<7JEX5 M![9**;HLLQEF:^+;7&+ 'DB5".RIT5*>2,J>4*HV#G&@';>Z12>(%LSD$G0LM;YE0QYZ\1#Y17=]@.=G'|59PJRK::DW9,:5W>$ALLRP@ORF_W4|JE2Y>P 0/MW_3{)GC8C+U<=/"03:UD/U.G$IW(PCPV,9W&BFV56)%,R$^2R//=O)+0U4L: M8D&6Z%[1B]W!B\()K_K^G$L@ QVJ_^,N038&PIQCD !&IRT%M2SV*Y*OO*DSFGR@_3 M193H*Z'XYY=DAZEUXY6R*:J^\$9IU$L-XT1CU"HO\A+F<5% M]TE@)#+JSOM@8T56;2IGK5M?J:IUL=&-LOU*9"BQLYC&$0MT'1=2OYE*5(/) MON[-%W0'5*%|IF(GGT3N'5(3ZJ09081?;[#:F]=*'^6H7R0@ ^K$J5! M(TCF)4)\55_.H]27XHWZ(*FI"B39,MPU@XT<=4:G!=DFSL5[I*4^]C%_ #J MDI^/3RV@()E$'B/),4.VZIYX":>YFE_$I;$?O]ZJB:IXY+'I!@T-)FC%EKEYE#N4^'/#K$[#K'*/BU83?W?)ZP,*4[T,-]FD#;POMDL%0W['E1#E#B"L04.E'^4@ \/B MPP?;DC7IJJ99KPA51N/ ZKQ!&)RCI*>-;Y+LV>J)LE)ES"Q>J]\F; MM^1ZX;&\PSZ*<117=,.O4CCD\YE&.$L*0RRER^YFP%O4^+Z<'U#C&4N-HN$I MWBOT+IV+G7IX5.+<*=1LZ8?;&*F2#P^F$0%Y1E0E M/W(O< $'D*-/N-8+VUQB*5N&31#5^ '*#,4X1UJG^?!5+$^98^?,MNAM(?5%V:D!FQ_:,C7Y5O)SS8VM66XZ M:*;37524,XM7>[;.?;U"]WHXOP[$+'W5':A*=Q^;2:2OKA^Q4H]!9%$&;Q^ MZCJ=,AR<7JN/YZZA&]<P22+R>48EJO4I2Q0>I*I6-(§^.U0<;C(F-.:6%X M_V '.64YN123 GP1-$+UI#":Y"L2Y^^1*EA%{8;KB$&53^;8\?=0@_R&07Y>DE #HO07'&9/4 /I! $UZB#9?3%9M MD]S1+\A,4":B\DZB=')7W%)9I9*0$JFKO[8F=#X? ?>4997G3ZB2 CEIG77.61JG\#\=@Y(SQV6Z,:ABT3X<0VW[BEQDP67=DY(Y*45\KT2*HS M4TO.$O6BUR9]XL6;_L"D3S1C+T\\CLC(E@.4R&C"+LX\D<\N-2E3\M^N%#/(MO/IU7G1'V;#DFRD*\UAGX>(\G3W9>>0!Q5M>2T5#IN%G;]D!*4MCBS:=.$N5 M9K=?P2.?WO[Z^_=4F$L9A5I.H7#,'\UH15JG3E*3P[6UAV\1\WT];@36F',.E.#I)T%S(5'3;J> MY:63L,+$>>NF+NC113Z"+4.>1?]BQ2X-83Z"+-/[-\3"BS,_5;WSM;&7Q8!21:VFYL0^7/6BX-P,KI]26G?>A,\@!$]6"JY07:^QONU\%=J1%7N M@EB@'R,H\%XVH4>E:K^Q&#M$;"V$,%*-N.F66)80"J+$"HI7'=YBJCG,\YH M)R06!0(<@0PB3A?)*IT0N#!-.K3T ;\@)99VN>B3%1)M]D0^.,+0Q:.P7\"0 MXJ6:)Y&"--Os$L4'$0REH1>P%E25;JMT\&\5FC8CFUZ :58PC,?!_&^^MF@]) M*%LFQ?X?(C^TF7E/U=:$ML@<5:"QJY.\D9M631A:GJL&PU"L1R.7B;,HES,U3;IKH8]H0=4[8B,;]!:)2 MR\UKM&6SCW+A)3Z.ADG15) WR,T22.6A$F?8/T7MJ. >& R&?:A"6/;8P&$AMJK>0[.=8F5/+O[%+;\L'CFTT_>9=N+=N+#C?F[J-%U:W3.}5!C:2U#QV5POE MOT$U3WV7%W#/@<)7)&NON"TB$OS^GKD"DT.3UC_(4@T9(ZK/U=-T,ME8L-"ZR]U^Z3K4 MMS+F(0!RRS(,\!TMI;15K!ZN&M32?;>!O 9ZBC7S?K(XGPK$;:WQ*MF.[$)A TV. MMZ[2F*UUB-&Z2^6<\1:[5@5<^[+Q*#ELJ)4"#F 4LM[V$9*76 ME9HJ>]P OI3;5MM4I1*JH42BT65MT1C MNCF$O%S-HP!0)]5>0W!O+9/T$;XFQJ(%.Z>B.NJ9&L*P),?R_EA];Y,27\N]S?G7W#;ABB/@V']A.5W%^4>]7ME4O **>-1_0FB>QS M0[.OJAP J2]E-D#;@7N3!H)3ECUB43ZV*%:S3+8=1T[2FO"XO#SB#]OV:M8DM[H>2*\<=RS^-B=M<":(21_26'?IP-Q8%=9P:J^1D*V"A9V-C1UIDEJH#'?Q. M_I,1IG"IB=/$SDO+ (I)6FZ@PT>'!>"FYH3RGB>08?LI/#%.RTVYKU^D^A/A MD2QW#NQ!IO^N5[+5#\CX>5X[AY4Z-/L2^0@-9,FMK;6FT QX7@ H;TDQ0NYY,$/+<(O,]PZE5 MHIB*:V%N T!9-3-2H)&=R.H0PT5*G#:D09+*8W!;Y&OC;$+MRA2_)9I'IP]3 M$W7MEC< >XY$^3VXC>%3N/)\'^B.T8\K?]6EP)Y@LA9'C8GESLI:IK>Q>X2+NIG.>?R_['WKLV1'$>6Z%\IT]Z[M0YHE>OB02&EZC68M4ISAW*7(55-#L_V6J.H"DIV569-9!;#TZV_X\4=X1$8" M(F2U53-FJW80"$K,AX>_CA^CHS!]PK,-C6X>]B'H0_-LIZYG8E37#G^-?Z= M]^RKV%Z*^2E0($2VS?S<9KWNS%4'P0JJP!K=U%>XI^V;2%2T9^:P\'EQ&>:_=+$G\I[F MB63<@)[.UMJ^4M;_69O*%%9]VG)G)%M:(=9] J6XP5!R0 MW/FNXR8;;QYEU MY.==1/8#&H%GR6;,H3^M{(4[Z;TRS+8E6_,C=,490M90#RW'S4@4)$VBI)QWG00O+ MN_D%CA?MW2HX'.&6PL6V_N]C.VGJ_KLA_)[ZQEQS1>R@E{HSZM;S2C:+;<]V M7^7S^([28LZ(826>?42X:9=C>^?XZ775KIN#Z)5DT,! MM5$8#8)M)N+(8^RL%4N ,\ %"6[F02#0,L9G >+S=& /IPJ?6)8YWXA=\@QE M!0;XZ9JE<3H,V3GV+MU2NH8%*{G\\^K0-K/H]^?(Y?#(2ND!PQ,HT&95PS$!J"_M(RXLXWADN#5>A*]AC13+G)."YGCM8+M MU BY'6+G4/SVC(;W4=;<.B&._0WQQN;<'0E#8\Z51.A&4&<+ Z#9!M"&8@&"?SBNK]*"FV>)'$JS1)M&H_V!(,EKOPJ?E^XXM@M.I:P1N@")]VSG+] MKS>CP>F&+ NAS@,N*!,OV>:((3\)K'RYM_D_L8CJ9]PC3;XCI+-W!!;!P:C;\W!123,1_)(PY\ M]$.?P6DO-RC$K]",$1-IX;/ :I#HB'IZJ,F*G_T@^H-GU -(;&3DRD0!JYVS. MG JTEV/.*F'.7I2-Q!,LPU(I\#GR2V])T:O$#..AQ%)PC%!BG@=.1S*?VS#/ M; VCEX?+V)EM>VFH5$AYCF&^> M$7)T*Y&#-)2&K@_^,RY1),R?KQ+?$AR5;JL("AVK7SZE5&+/#]FX!("K@]> MN##8EL<33ZC.F[=*3\PK],"V6ZW-;GT^3T_6WN*)?.=7Y5S_E)27V5"9>7'%.M>#-8ZDDA@D:!)3\L^NV\0_7+IAVYJ(D_5:0F47YA$LB+P*"JGVK5.P@ M9V-S$HS5@1;_P'M@Y (9W!AE_Y+%9^&KL;FR*R+-5[A;.J'3B7IJLV\H;H%\ML$JC>7WL-YUJ;I@KN$AP8!O3ISPRG9FX@^T%0?7I Q51SM"F#J#CA)\F23X) M<$AR)"6N&.'2UR@%*!6,2-1.H@?&(XK<19KJ'VW.KLH6I(BWTI=0PT.0G&T%X+9$* -(D M@EQ]@;X>"4$@&T!*I9=%>XY%FQTM'%[4,B3A1*>D:[YG\;V;HS%_$F#^QO[%M;4.QE*Z%DLLJ/<488S[]<-MOQSKL M)L*32,2HL+M+L]PS!W.)C*8A!V,"%# 0SYK5Q+0F)) EN!\!R%2@$.#/&> M$QGR@]"_-B'A104YR6O$?"[#_JU&'JM8[NR>9\{T/X+;-8R*>9#.-E:!]_$R M,A8'RE@*@8K5=\1'DXI 6"2^=M1I3 F%W$_%@I;7.BVT=#W M),KNK#R)>'OR4HRK;1V*.J));^O:\8-?5U/S&V)>P"7I O@V3_KKM MI?K/ZNRW=;<5V?0/JM6M-N,I>Z)/(6DE/%<314E]+A7KB+ R5/GBG>I8^XB!'#T7:8/F"\I

MP\'$L%"GJ#3@\2;GXCA)FDH0|E-MENO*3@"$6WW $N7ZR^7J)'EBT+G7>X-MIP\HO>=HED*K=X;4 A32[W|MD5U'\04N8D;,)"IKG":%AK"Z3.C,
(8(]%$7I M!J;**)\FZB5"[S#-0["K7;L]+6/S]F1(\-=T=(7K8$BOH;I0Q#Y2\-95:,JL++#F+# MB4@X,]\>#)-L/M?M8VSO%5JG,0%#- MI]0-69B-%-
KZ*.1B$^A>@1,$,JF>2Y)K]HW,4TT.+E34G8=T23ZWF MB)EC'&F*_-U^&(#7VX8;=/H=^#2[*,>%&8N0.:I_3=+&3Z63-S7,$V[,M4UI M#U"?
>GF;XZBN9J%_ .W_86'RX20Y=P%>]7%*QH:*G/9)HCJ3PRI7_$/I";9? MJ\]YC(J^AT;1REH9A^ 'MEM'(U6A8="2" ,W"=>=7'YX#0;?70O!X3^:S2.3
M(;RH)X'F]%=C0_!F8'_@A^UN^OC.-$/$PM9$-4M=&9H.X9"Q BK A FC!U7 M_9>O=^MOY[0\.":"RQS>D_"<#@2G76"HL@Z0&2)R
/Y[&6\L*$LM^$X;)G/A M+-OO;-\P7OT"SBNGDZF#%+Z'?S#O/7X*/.F9,CE\SE[EK!DC1%)43G2W6@)8 M+J ^"'2&CB,$]^"D*^A5>!1F;*98'A?
^/76&X28T72XG,K8(JOL&7H6O%(AI%NCS>$S>):ZVU3 MW[749H1&!EIK5;"G7G;+%\5<'[_S_LCWSZ,X+(X^W-P",>8FILY?%9VNR6N" MF06(_82-
IG2_7LOMJN^(2X+6/?=H.=ZF-43EN1W7QQU7;6)R7!G,%[3;Y-FI+T(@D["GUE]BQ M-#40:@'4,]+ZT3Y5A7V)!> M@8*^2BBF'5J\@)P54+L4>"*
(Z;ZY#E$MVSIV M[;X@VQ6L 4+>!@]*TFX=+B-)IJB<(N\I"NPBW;7*-$L_O6)_U?ADJGC8<<;E
M53F\Z,SJ4=P1W"EZBGJ1KJU@1^7TI@%=.WD_^*FC@5=R;A=P/&!(_HE*MG^Z ME&S/8RR_Z<[M9[55,
<0N&*NWQORL$I7;%ZN_4#\)7_F(520WR%D$7[#%7;^ # M?SV2W#*V@F\6$^AS(YT.PBM28*Q4AQ%>FJW(08:0H1()IHMMR+*T3W2/0$
MWQ:9]KSS+H&ONJG.NG?EQEZ3XY[UPQPC.XRZI->GU<]2%%R\;A>@0A0V7/VU_D>+JL8!--[A#-1KXF(2NU!Y E)D
M6248_^"]IS]FG8.)0XI/;^NQ"Q=U,X5 C';N?[5D&=LZACU"!+/YR3OWCY3% MIS?8#N-QIV-5?/E(7U'3H"9C7-J*_0O#_A/%O?7Z#4;]EV[U=4T!ZS?AQ+$1
M_/0VA((';E]=WU:XH/YO4W?A-TBBZFPANUC"$) M4D=%;]@#@?3%GWAE)T12K:#% MGW*#8)^UDZK8QY3(><;XOJE?MT
X7ZCE.I7Y'S6#QSV3N6Y<>>;Z[GM)Z>RT ML]|5-*6=Y,Y,=0_#M.-O%+*U?.-HIAE^2?O$/.89Y)DZ
MJD33KM#^_SH2E##&*;L#'2E"PO'G" ;E*-5^V<3AF;J29+NYK#1J1)%=([J MT45!8.5*EBF-S;BZ3Z#HG129#V/+-
;H\@6Z<&7@O#B/#!L7%&>M*@P!!E'O9_X\-\ 7VTZL?GX;)3W I'02^IU'W*OK%39),K4$KXI)^;- M 8T)G"A_8D[ZXT^Z, =E%"(??TYYP_??:K"0
>'*]%%N.;;S'88=OR+>M-%RB4W\P\1(+P"'P MB=5DU(%:YVK>FL_PS.MQJ, -+A1,<7.QV2+ -)8=,/9$4Y<3QC,| :;<0'ZT>& M4>3>XJ\(Q=(@"I?)+5,-B*?
2VH%GRDNFCIX7CGVU=_?==MY/,\T5\Q*YOM3./9)!&)/E^?UHR(S')@FV(#K#IHD MO(^)ZW1^>- L<88"*I)_PH(I&
M;M4P0AV)FBGAS*ULDJ7#PCAR4T>-(VG&Y"A-0,TD\2R@=B#\R0W#?4 N'_SC MGKHUZK%GV.WH=*!8NF;&*Q4AO,"L)(*U-;^Z@(W<3:
TD(T2YWK>5X70\]5Z M*;]_\M%[E_+[>8SE-UU^OP];I^DMK<7'+X$$)L)#AH0=(LW96&O9BO_:,>C! MD#WD)K]M#C%=GR[;E[AX9((-16?
WD%"0QK@LS9Y6)D\HG;\':O,,8>.Q-UD/ MNU[ELAYCXP]N4.:]QEUC'YD4C!Y'(O"'VV'@0L3/>"=:F>+$Y,,CMY28))(,
MR>3,8]IUN.^CB^JN5,%=^OP,V2K$"#2'+^C^:AQ37*KZ N]9VC_">,:F5F60 M/$VW?3"='6Y_$!YZT>\F"GM^7GCA]1M%O'*\
*D==V6G%)I]TVRX12@Y&TDW M(ATV/:6)HHET;4VW=$73X C].!RG;"7->TAZ$./N\,(ELA;;87V:U$Z,W)]2]:B.3:5)(S[[,\D?>-->Q22ADO)IY'QH
A$_7LJ#0[$M(L, M6J_-)_0V)Z,N-.CRJ(QO-@5+'""&%;^S_'"\Q]+I5@^98MC MR[+.3%VX()7<3W&F79&PS;:H)XF(?
@RR\@93>W|'_Q*4QN^N#RUX&.WVRKF M,SAQJ=&^CTN+UP3?:*R$0HVX_4W'^7L6:1MC,(<06*\=X07SJ]!G-/X9X4?7QDMD"S0FX!_N4]^R3M3?
E#:IAR M)R%-TEZNDN?8=\:!1-;!B6)?2*J>8W:%["B*L4C5\,)&^4SS*U&8EY2Y3.US M3BUW.'*FF^(5IRC$7D&];
[G)6S@W+K/_'+./2FHSQA*@EO)\Y:;4=Y(SV_@\ MR65MGO7*G%'@7L[SS+/D;\,>8<&?$=*,P74@TR\0VG53,FB=H80R"6T4=#M]G;Y[9>68G%^D.7?
$V24VFLZ QF%G]32MX^@?1 MI%HKF)?,#5#F*_DE?5) J6_F0&@)50^/5-/ZK BL\];J=?:(P#'8Y'89A04QXU(1$= M7ATVPRDK+U.)'I5_*VA;3VB^#
Y3#"@(,*]4_F?%-CI6].F[%N/U9%P\EU-S M8RTP'EAB5(SWC< E 1XT-5"_D]%9I_]5W^::[H3UH2U[,J9,#[SY7&]'R+(F MK1-)9W;6(YX
JX56\@CJ0H6I3DM]9Z4RO))V_5C\OS&F.?"4]!I=R(A^[\E' M[U_0D.%J8=;V=RYKZJ%>D)_D3 M74-^K9.:R+2/-
HTRO^1,L#1X7JS%4[.*^@TS27)'H>U3=T U7W\55"YL)Y%' %1F6C[NX:I=.*>3XMS&3MG9$H!=I*YN[TIM7>-8L-5V_ZX;YK-C=HP"94[KRG7?
E;IX>8]+6K M9W+-05 U[LAU*NQ+>C+N6"2 P@P#$"5-9F.-K2U4.'&TP=X\YO!6OKUIKK]R'R57: KE MN1+\=31@2M@;
(O.1"U*1]+02G]*W;SNR75_UY-H3$Q6(HQ3'K0=>C2B;/',&?:M\?1[,(6/#JKK\-XVXUP+_[- M@8?ICVX9YF^6Y+[\\3"FSYOK\4AZ!73-5MQ
SY&I!O+$%B5LPZE-D4M#8;T[M<-E,_7Q_1IVN)$PLWKG5(C.Q\L%'ITR9RL[3*?LJ
M73YEX_"&2MJ(7'1]JOJ$[9'<06TO92+F8U.5E"-3]N!!Z_'8,B\2EM<$17B% MV8!O]<))D MU$_:B<0_ P=S/I)V,GQ_ZZ,7I CK53?
0W4'75[MIZ1#"_M!VS>V/DC296#BBX>%T8!6=BN,^A"4];Y2AAT!&HO9H'#B: MO")@)"E2M*+VD8U>B>3U=&Z/,15+WM>)F7>ECTK4*,X:TU\1%?
NN/A&] _'8 M<*5#^7;.OA/;['*#F5<]PLD_%Y:0T\V8*! M-?MW,S+?Q#V_AYJ2G]YS>1Z@PE)6>Y$66R3TQ3F7R"2'*OF^W
"D6G93S;\&FH85=%S!'H38Q=T7I0D;_YV"U#DBW MX*2 MDYGPRN?W[MB@=^!$V=G@-FT9;2EY6J&5$B.BN\\=U7^9P,(70Q7?[;M9J;93 MVHD;?
Z^K%[:<;U-N^>IE&S4_$'/%2-,L%.&"/F5;36"FKA(!I6-W,$1,,AY[MR LP^MHK9?*PT[*#VZKUP6UA]F_SE7"\TG*X,]XTMS% ;$!*8[^[I.//K@4
M1\]C++]IJIAOJ?NW!Q=E*KQ8F?(B8R?NH5:O90$S;<@,>"XOOI_5U?85T_ < MDF*D:VZE2HNX^$H9?J1@X4)&*U=._Y&M+>7[ZKEK2.L2?:?
9O2S5MEFQH6%[MSIJ7!W^UDS6^5GN91!NN3!OCH*5"+:HZ&4LM%UB0*Y,+2HM&D^4+'R'E>6J, M?BX%^5(<&HXU_&]C)BJ7S)OOF_7QT*132/&)
W%!LQ&!0?"5"/;6,2-$UC%# MM1.0>]!>+!KS3_%86>[1PB M\B'9DP^K/[WWP>K1S_X^2@CI3JX!/('TYJ (\7O4N.]UN]M347:/5Q-=(/&/ MG+Q1,#%=
(LV\)W;I"Q/G!\3O\/=MJ>WWI73'J8"+O#0%RPU!+E;T MS+

A;/87&9V% MI0QWD3P)LRF+0R5SG3-)/O*T!S4=O[8QV!;"OE.*U2,/<6I2VL1%:L=AM< ME4[$WWO@&UX?C.Z!3DTPY(Z2(X]9HG[O=
3]%"LTQO*#=X3I\!#1X=GF%H() M;07_O4S7KS&>A*_+/6LKYAFCUU"/*FA$J(1?"?>A]>$9O,<2=APD-KR#N772F$",[M/.[AW,;*
MMU"86#Q*F;S,.^'.2\8V\ 8WW'*-85P4-IYCKSA4J".P^_N+UR^JU5^.E"VL M>Z=:X/83E7.C!:Z2 N$,'|2;9AR!E9_)6>#2M-@HYP7Y>.;S9O.W5U]^K16>
MY"*LN,J.C>;8LGKFENP8F7@-PW>I$G_RT<>7*O%YC.67K!(7#=XONN\X5\X. MB'CZ,6S94$K#:IV'L9U3?@'QFUY=>3+/FY+OCL'K(%^IO0BG/I?
F3YQY]ELK M54RE,*3R=:PF%O>J),6BN16-D(%%2MSDZ^/FI@%O#U2]@G7?'CD?71^#5S!&
M]WU([IW]GC8#/>7Q7[NQ9Y68_#%PA^A%QM4XU(0'YNBY+05>U6K=WK4@E%B/1.Q!8M=M;,-@'}H;(N^2 M3;VCC6@T*C$=P;Q(U\0^3-
7;Z3CM60M)D!,A*KQIQ0!Q!QRRKB,Z1/7K7%08 MV4K5"'DWFV#G3E[;W&X>!<62NXLLY\^Q>WT$TM@&%2 L8@JF1A'V,V!GPZ+4
MH\/8>!!L4L:+#Z'P25ND1',K(BNO-2%Y/0[$)1Y"XO "3O-8.UO -=ZKY/B.8 M@<[\8T-;-B%!VN6+')A9N,)&Y58W:CYF2O; NF4QE:-W*7Q'?
3C(9;B9I>\8Y5,F2F\E"CL@"M@_E1<\'P_;\HBV)*8^]5I$2S77=-[ZB*Q]GQMM82Z64QD4P
M\N?:/Y+YO(905]PYPWZA^L%,X;:=UF'U!,"#A4D^ZPD^3:S.&0[M3VFRKX@5
MEZ&_*H44YYD!SP$1@)L!C712Z$!!#163&)SY0Z.L,ME4B7.F/E%&Z))ETV_<884>4)J+CR":>5%C_G$I:W"AZ3;< TPN=M4O'>]1/-,&JA@ Y>,-
;*W=GL,="X/^?56+UR%*E_@:A]"'26R![;TGYF/3@_Z3Q*D"'"/^SF=?_>>[V@.V^G<1)'RM M$)A7R?%:O?/OKU^]R^/VTFG[XSA1R+SNZI;,WTU-REG9
*=@*3O?Y;7X)+?4 M89.UJT_Y*:_67J..CN*1BH8:?Y!3U4[!8^)"#(#@F9H %:<%>10.PV$(HV@-MDF)'&;>0U@*8$ MW8'W?
+'ZKW;0O4S6ZH>=*2U=,UY'/88C430QH&G:,Z\2X%S =A0P_9-:Y>"VP83;,G9TF_5-^.HV_]'#Z[MJ:R/%)=C(9@* MAFX2RDJ0]VPS1?
D!B"*%T7==8\0KX3B'2V'&DTZ ((8Y0$TB'96;]J/<3"DW M#GTC5X]6]5W8U08IQS$9&TROH,-A9;>-I$(T$:AB&3,M.MN\EE1, 5'&%^D&
MBU*#Z::G9RL()C5#0<@MB<:NMEL?2KZ)BM"3-H.%6WFF8LU?.P4+FJ1U5_L#'K"Z\ ML
>%)V/X(NH;M]86DM4Y;)10KO2=L8_A4O[_Y*,_7LK_YS&6WW23..'1,T._MA8:3Q3U.UY5C8?Z#,%ELG&(!@>&]8W-%[8MD="8A[>3 2PQD.*RG227[6FY]
M%(,(%T4DV)+1).@5UMD2@XXN&" 1W8^\>YMZHBOK7^KN8\>DW_YIX[WBTN";Q M]#.?);7.0_);Z5"(UT;4FVB4VN:XWR#5*7_E.*NK-*2,GJE
]BRA,P\U2_AS MHZE*6[1FK9@5TSDB28 *6WW<'*$Y*LU2LVO1)WA MQ@%^K2=P$E\2A$D&UE\QD!%))D7!.V%;7.PIN<$<3,MYKK!!KTGZC]&(H)ZE
M"Y(^S1VA%3M$ F[C+'AX0[IRD2&*Z4OX3=1X=4?9"BCNIJ@')'5%D,$L2=GXC MNU1'"K1S&TX/B>H#TR#"1JH=YY4Z"^14C]2A2LT-
]+5AQ4/$L*G2O$"<)NI9 M6Q\XAT2[[^ W06T*S;'KADKZG<3/-!%TXE$YK?LW5C@2T6CG3<0IE-88*-M+ M?
\76M.-8;WGNYN\/,4N5F(RLOY2R5$D5=5OH(TE<)74+>R+,_LZ=:=[R/XUR MXD=I*/_Z$84V)M^ST,M-3WW,"1]S1_-^&)!Y720M5
=2 \WX388[GM2^L8Y M..[Y/XFP*ESK%LTX+O1V%R8P[7/DVN7#YD=V;<2=TIYO)[HRSC,>,:;G#B]: MG/T8YX17#OY[KBEO D=]G(
MSY\9CM%5/5V=AN/5S>"A@/[)N_#%MR*=':^I&2MI34S4+K6>45+!.^Y@\WA"A MC/(=B"[2[_;#T F;]6;ZG>5?E%
{4M5.BN]H*DRD2*S6I1%$MH%Z!K@]*DBJK MF8%$G+99RJT*$EW8J#!-J/Y27.(&A9^]_S+E=)->+PVVDC%*3T2XBFLIC?/@-MUBG#&K]"?
XJ_YJ';6&']:"VJE2B KU XW+I+J1(ZNOEAEC>C!K*#,/T2>PN* MG\2OS$0(FT8^DH_E&[NSZ.$_V0E, ^#9_3?QX9D2"J]
M0VQ['U?T36V*L'4;7;P6#]>LZ1SIA+[103W= LGY1)6Q/MAJ4[Z+ZR%P9"LJ MAG)S4:;WH4\@/!W7+Q@1',P/XP:,DB+ "*'^V?=",1N%"1R<7?7I\]?
#KVZ2X M]V5^E"?:VK";VFXV<-%Q1ODF8=IV3+SHD;7#"LX$6C8614^9):B_OI5(+;8F MN355@@FWN81QF^D+W]";'\KRMLJ>X9D3=$VT;NS
3/S=LF'T -1X?#!QR7VC MT@;HODT,>4HTKOU@9O4WT:X[YS!Y/;+WYWF1_5D\?5:/3A82CI9GNI:@EMD'.S!Z6SJ3.*48ZX%9SC=RV_UP\8\HZ
MR[]PE#P71^IEZ2$-M6/AE*_E0J_A9'F+696*\[#]G'#O} US$B(("C0^V/[@" MZW;?Q?12VCS]#D =__]JU=?
O1I8QFEA.%R!"4S6HI3U!1S]N"BYVF1*YN4"\ MN)*,$#Q;O.THEF.+1)F(L&*C94_'8=+ M;F34@?
#D,UQ*,)Y[3JG[O]1^8NN3'O@6]4GJG6Z,"$%9M^/ZN&,""PF7W4YE M=VAYB&#GIL>$UVDG87-[0V\:IYG%US@:&%E)!BSAD[!G-)08T+X 8_%FV?LH
M'1T5Z[W8A";#TE[E*:EAL5ZY$S&&0.&5>C3,V)P/.3]LM1=@%O?[U6?LA^ MX%Q@(W4;A^P![ANU&9K"S7"\/H!\SX#3&S"G-
Q$7DW(=2WKE<&MN;I@HA8%H MO^TF)D@=>?)P^K81#I8S937!]^LV5V)DM_N_ESVMU>/?L<3?\(S;JZKJ!RHDF MK&NWC56=@E-
V14D++:-7V'=FMO#&(Y8T[/Z;%F&%;$?L."I/3UK'HM0

PZ^F[MZ4M#V' [A@T^AM$H&(-#?A1)"U+##.CG#(Y>^?102!M?.5ECEC.^$BEC)X9L M7//>S9C8T9@\><+-
L0Y7TJ%Q=!R78NLG'W]X;;>QUA^T]V<|QH>XH/E"],7 MLB*^RGJ(\MN+#R9G*C1#H) -?K@DM1?@A,#X7F MV?SK"P^<@O$*$Q)*;)0]3O,BKO+=,*
<8&C$K&,N6\8(:"QA9:_8)A>T:@D(7U MGE,[2P!H$2PV8&EN1!OL%IC!R<'+,7]LWP5^%2F>;YX2]>[^_D22O(S_+Z M5GA$@45.R2;UF5W9I;*
*(%0AL9JB;]^V)UI4?)V$_'_9XS0V%*E3A0B32NCY3[MO#MVU.(2VSB2GN<-!W0.#^WZ"Q^?_3BXY)16)[[9N%WVQ(.FUZ"M+]/,>&I M0?*
&+U=^7PLQ2C D/DZ/TO%0U21,;$G@%(+>M?L1T+P1-'NCM]ICDX"N?HZGB M3D0,8#P>7)XR(MQ$8Z>"7T7U6UK.5$2Z+[KWOB$KC> I?
*NSX/Q9C^2A*N-3T M,//-M?H8I\|FU+HI\MU$FX)E=^/NH_\>=5/90(ZI;YN#!\">&#>@Y;IF'N^_ MN,S& ES?QZ':H^/+0BX[S#GQ62-D0D8R1%T\BYK7:*
(YW>7<#PE_'$/+ M/;>#F.LA*2*B(X9_CSOTA0*QB>(-UUPY!MAY8I;/^H@+0%6LT9,5G96KO6G M9%C)Y*XBH6R:H*'C3#EP;KK@ H4D?*
*S1W@]IG>SL,FYCTVFLW4Q(LU2+I&!.Y MHO3ETLDT_)1*A]GM=T&Y8\\7UQ=>4,AX3P3/*G=4WW)\^DBFQFTYC8J0$ MN)6R-P6ML(C!I-*
%;T;M(RVXXUY1VUB>E)0(NA^E'PF33 9_,.:40Z=0R]JIR MR75+)XM%F-EO?>#U21$ZI4:9_SSV1,_Y_I](23?,_FH,U5ON&B_J[^C]XYP MTF&:C[V5-*
"V]K?Z64BU[\S-W+6PVM$*-TTNI'Z954>?-D7A*-H*U7RFKBPSV M\3!IP4GR]!.7[5GP_N9;W)3;T#74,M].MXI;$PL=+T?%$V-2[8M9RD]Z+U6<-
M57ITYST GJ=I.:C.'>^9IK]KQZ'G\]M8]RA,]P/L5=90DO=8:#ZL#WBBZ^+9 M(I_."L3M#Q@a;39X>:7RR5-_H,-_QIOSKW$GF^]?*
G"MVDY_67OD$G&1MT,98 MH[/,]_& FQF5Q9@DIB '23F#1ZWN:DJQ,P:8MO]TIDP*!L",A]Z?^*S$8!.@
M&,V'X2(_%GN#'2@@&#GD5E=A"&R:)WT^VQ!C/F"_ M4Q'.\C.Z$@IDN@6&7F[\I:M'2#MO8Y8@^R+77Y]5I<]SPTF K\ HR<\[J. M^%.)+/1:3N'X:4
T+.\"])%&^_<-6E<"F@P8W<[S=2H1EZ M:DX%[VOCFLUC[#]Y3+J01WBFYJ8'+["UGD9C2U 2MOR1W6I'W KC$^@U)Z0 M\GQ$"62P/-
NK)4S3:C!661Q\YSQ(:?]1W!6">,U:(,YL)U,2E6)H6&OA#BN% MGD^_;F+21%'33OJ7K5>L1Z(>C$TV:.%SC"?/7U%UHJ'*[);$O !R/V+A-2P_?
*B.]\7._8WNLUP.L5GG5Y=8QYK MJ\)N!]RID&B'(`ZF_-`)%)YW>]KPO:,SS@DW-`PV8Z?*PDTR\8]R$FQU;S@ M@WF.!!*
*(P**R^W_PK<"T<:!W5W,4T2'(A,F).T.6PW0;YECY>0FT#+\BA)UM2 M99"E5$2UFE'%&I\L(%RT0[\[CNVT:35.CUFW\+?U:&#W8&!3 *7#\=04L0K<*
*M4=05"#[=#5K)2(&$!1E.R\/JTER0X?:M858]BK]BP3O&BO6Z62[RS_2+Z1T M,C+O1#6FP\RT,?2Y)V217#J*KS*ILM#2UT?"=58J.,&866[LF26N?-*
*@6HF@B M0@?;PA.R2?"7G.P =3:YOXI;[%+>_>3CWU_*N^=<:9Y!'BMXNM*C^ M(?GY8*BJ5=.!L/'01+ \)Z#8"V?*
*87(2$BOI:B7D;X7G1)_0Q&$.."L=J::VG)TCPCEO0<6(#U-.BGU*FS M.J9.Y35IE ;'7NYK85F*A1_/:+Q0?;0:8;GPCNNNSHU^H&9(:(%(=>H[765:*
*M/)>=A:6(,VXI1.Y07NX;7X_3U\>E'VM;">XT+2&E$XQT9413:\6?]EH(_/C0 M2@K;^ZK'/>?_Z*9=T:]WC0,Q;,5?_[.1E88Q_<7 CBQ5!)+:VEFL^0RK=HW1*
*M9!1 L@K]PSQQ/Y80,.FVF:V,+F:!1_8\K5*X-7+O/4EJH EP'$^1Y"Q-Y[*F M(B48O) V=R'QS0%2? \99FGM\,6DZE.O$6(L1!#<:7$2B(>FG-^T(+;=NL_1*
MMK(@,]PYN_8@P<(L=T2!D.CXX K:. #CQ3G]M!>3^A9[+<9)2N&^'K46IY@5 MIQ^N%>R:>L?
X2S5\F@+YU_O##9>VNJUR:JK<:QX>QO.FG@PP]L"A-9 M\[7RZLFR5%H]U\]L9L5-+E4 0 /HW3CT!?5&F-V2CHM:,ICAV58LE-\NWI2 M]T5IQFG=F%*
[;D:%4<]SU:Z -=N2^)~&%ELC0N$/Y^YOQUQ"MM'>93V^E\!UD MD$>M]O9%M8@06 R-$=U!NJE 6X%7C/9ZZOX
*MI%3>98'O]$'\$]S.:L[>%^O2+,2F;Z^G\IQE['-ZZ?#M.A M*34M"Z)WO&ME/0K0:75;CSY!J?#7 M?\6N$#[WSQ^NMWS<-[QA[0I, 794;D M-><*
(75:O=D3%QW.1X)+5I2N\O/[JVGM[:CN@Z[6-C P"PUD\FB?_QC04[0_[M.L2M'?K(O@I'AR8T_**'YBIM[J<|\-4N+.08#C8;#SEGD]W1X8B'B#_L755D*
M6?W]Q>L7 .QM(E\:WV1>2>= 3_ZR:'S\M]L#B(*]B2;#PB<&DCK6#"[G$WG? M./0,) ^&4!%=31VZ_"T'U_O8TH;\E&A(VB^',ZBVFSQ:[X%<_]!90-,'S,=->
M1Z;^@Y?N&@W;_]PR_6#5#.,<%]J/SWD#*#:S1X!S)YG^%/MRSJ(7O,\2:%0 M:0^\=#>DL5%Y.ZQNF8)Z.0M,WI&;!4/E\ 1N6H"AY$4(TF,MFS.*
{4)X5AS> M=0J,,=7U+/\;"A M_PVO$_YG#T4<0IB^5,%YG;&7 N-I"+(Y$A[D9=R!Y*'" 5O5S='G?4*
M,$HYMI>^Y_JEO8J(WWEOI/KT8QF37YJ>5>S:>DGN;?C^=MJ]]-VBP=T.,S[L
*MPSTHT_$HW])#9"'0;21RJ+O3@<3M+1>2H'%ZJ5M33?;FII&PJI,)EOD%YW8D M7H9-XAY6)/*G)QI, 1/(+6^6SV&-H[&8B*VA!+"TU]@B=+^#VL2&*
!6!!8, MA3A MD1P&VYZMLI^>6T)-9GB;,C8KPR8]!:S%,%$M'V)ZO/58,._"N+U:?E9X?5F M7+F9I;*.\]0@YTP%;"T$OK\!3)'*R>BRT<*IX[ZQ"J8PC!-*
*!ZZF^B@KQ(7< MZ4'&20*E6%S$,@>?L^)IYL0="\:8&T.8QFG?,KM)F BIRP:+V9?X*')9+^E) MDE*!.2HC(XCO9(,>1ZM(E]QQ#G39W*O?*
*4Q6(.Q12T:';M.L MVTE><=T)C'(QO*LGUUV5(1FLQN-< R JC"IL%ES@HCBC-B27NJ@GWS\ATI= M]#S&\INN@QH]#SIL#\E ITW#KM#KN?*
V(B++M[9V5=303.W($(^0.V5>?HV"=LO90$!E >N);C M/OQ%<)3V[9M&IZTEH1,VF7.7RMHBV(,B8RU_3-_^1>Z!ZDE4BL]>0UBOC:8*
M"F$8YI,,,A.:9!&'APN>;ZK&^4TU6HU*?'*@MI9*QOID\5]D0-&E;4D&3,C-Z,\FYZSIF?O+";W4Y2/47 M.67?":PEJ2+.T),+AV96^.X6$I08#D7S0E%]
*YVS[OJDQ%!,]W(+!)DE[NX2 M)XNSP"Z61T**O>+8V.C+";,D:/$HY"0>>E73 M@T^'7IMH%D:V>%'_M#DEQB:52QAHAEZ*-&)R%@@1'3-Z5$H-: M?*
A&&YN31,F^X<^"+]S<#]M&2&(U46>0"(R5P#=HTIQC%DQF?+V-R3TL?*)U M,D$/1#95WO)FK(7N#V]XF^$^6? *@Q OH'04I=@V*
*VG$&^^FWDL%@Y6.'$Q! M0U_P'O@OR&HI8BZ,KA*ZB9W6@!;59]X:EOFQ5*BLX-&]9E6]F/E%HSLG- M0H)EN3MPBDXH5*Y9B:F619%-AP1+4FEI'=.*
*<6Z_E0FSLWIT5?:BWBS/)R(,.'F?BN81S& M-BN4V#MOCF/)1;T64*2_OF9#W W$ #0*J9SO7,).CWHIUZ?%"T4SZ)-30O>M MQY)E31O&.=$L/9..:?*
*697*P>3Q-QQQCR2?Z>! S*ELCN(%'V3-5^E)]WMGV*A M',[5@_SB_4_TKD@2W/=Q@^A*'("CSFB&77OYO'B80"//G:P"#+601G ID<8*
*M#B:Z+M75>/X6;^,*G=-U.O*0TCZ*U3,/.]'4$RIF0'RNH=E=J#)L5=B4-MAV M(.L%97/M.MLE3)F058F2.<:%0"D3EQ+1FZF(@#?O43-:_/66W?$1I:I(9_?*
O$0/8I%4WU#MP%5W4,@ M2+D:+M[6P>H;I"8@@VCZS"P/%CI4M=ONBS]'493 M!GHBB(631]4A1!+IPIU)QI3?*
*\L:*M#OF@@<#8'"=HVP_<+K,#S4Q.#F M4)6X5[RG(D.FBC6(!!_M6U9(O&.Z#<$(9U521HTD+RK)PA!FP/OB&K6-N2.[M-*
TF5.8Z)=$_6'2ZRNG]#%^GZI#).$D/8(!,U$2A?A^_^1R/M_$JCI@J4I 4E4&GJH8-%4YT%25@Z;J1R%2U4J%OO.2_^H=S]H8DY21 MCOHZG
!R%4%@S:02=T_RMP017_DRZP_QMJRAZN'0[++RS['R2AEEY -#.;FB MB9J-L2\6PFL }J9"KCM#[21^A>%?'NF92@@+^1^FBZ:4K(N-2Y?-\AR;Y:GU
MHW;':%QNMXA9W[8WQS1A6H2&+RW\91F?]QP9U<-*Y&C6<^_$'"%$W@0-A>6(MXJ:GI+H$C9>5>:Z5<> ,-FW6-*
*&;D#$/JD+;D6OH$.Z5B*5GBH_E6[QB.K,- M0>/!?AO6'(]S[.0] _]=HJZ M/ @*A]C3KDPX)?OPVW[OZ9=C+&5M> 8P6,,/R7*
*!F5]_T MP,=PJS:WQB|\4"L_A?JLA^$Q)3%#=R)J-'YOFI>(!$(1ED_VZ'II:,*P!UX4 MMN[UR=(F]#LV(42)>4'K@8X31&&I(+)/KF5KE$>Q3R\-(R)LW>U*
*MB*EG30V:5S:43[&&R<@%FZAK&>\7=YZ3_N*TFWXFW"H2S(W(;P#AFRZGS"^7 MD6:]E!K+D>P=P4A(C?..[3]Y,M?2HC/;VFV/,VJ5/TF-9@W:S-*
$$/S9XKL?- ML:.IZ^I[3_QGC,HT._O32/85?94HML5?1B);_JZK:Y';"Z]*<1(1G2D!=(QM MC1:74<'A[7 [\RKX<_8H5#>_D:33HVCAN268[&3$Z@CH
>QY'5>XLZOU,2O MB@&%&YE9F9R&6&E,U\Q\':PI2I0."Z1QB5CV(=]U]{(91I8 S9W)[9V0:\\U M-UZM@ZVG#=&=>/QB?*
*<='CE#:9,Y#*ZW;S$,.K5.X*ZC:VJRI;3RB$ C5*=T/ MX;V"22PR5(T/.3VE.987T:NF$!*>ZFE&Z)E.R(P*2*!+(%>\,FI_VF%,GQ_O*
*M4+G=LQOA;7%!/W.$B)&8RQ+-6K5G1ZE:)5TC$8>0L8U_\?IK2XOP3\2!4D5S M4A**M'4%QLWP!,,I/@;E?_[(X-=P:U?.4\\E*F.LQ%2CD-[H/023Z_-*
IW%H6"O2T.,VKIF0AH \S0'"2/22+U9?#F-# MCFF572 I>#=-C(15 M2 PL+:.?-'1Y$'E=]-26B/,_(G[_*,N:WC:FY&!JGZ\Y0$XRRDKW=MY%+,
M]:@FG#"=A_D;>-RY/X\,\G8_@4 +9@QN(:42\4<7",8G'W]\@6"K3LDYB<5W#I+OX5RU99SYAO=A+EG"39SWUGEI:,@!WV^ MJ-&T/#N[HQ#J7C=]
*(X*A\?P 8XX)(:=SVXRB M-%-/RD&\;Y!<4@+BL(/D%YG7:@S%=DE*8P.;OYSZ=+)+N'$"8,(CG7:],X;*
*M3V\UZ>&E.56VB)4$I%O)V@JLEA"0$$B,I/D[:&:5Q M"&:%8 WSMN['BMXU&5N58^-"R_U@T;(L=T$?"1!3Q[-,L-%D_PR](52/QBLW M-8O'S9KA&**
6R9W1?S"0J\VI486UI)$.ZTT\^O 7JV^E-S4:T-(B8*>RYPU. M[BQQ$2E!^-2!9WUNL],FP8/BP85;@A'EG(C/$;=F7 Z\3YEO5,H"
M3O/1LLW7S4W;L]'!%HAS)O4X9LZ,@H<9DV"7!\ZDS=8;IHO$?5KT/*VY$2^ M>$ \5]H#<-M!;9RY<721N$?D++Z-7(C94GU,-*
E/70<3;WG@JC;H(IS|C<*_>'N>4DL5YHJ MI/_T#$51W2=1%0DQ[RG,"NA3+'<2,Y])UV/'"+7'UE&H$?F_AWJ0 NH'E M@A"*"=P%*
*(U3OVTTXH1#4(X'C0TMT0F%NNT.[!{AU>@@+'"7UM-K@/D3GW+I0 MF5_)6KM3$@+=;V%]+8=**77H-V!!KV,R)%E;CVOT6,.8Y,7JZY.=6&#\EOGJ*
*M*S6I\%82YU?P"H_,(=MK^JCY7@MI>C'T0 ;WSUCN;6H6U$-]&'D$T53'QU-Q M&:I <5Z0--'*
*MY(X_++&*71\PNR"B=^K'D84+K@E+!GLCQ,Q6[/H'^Y5;U:Q?ELLAL)< 4/2+L M6VT%8\XBIUDJ-3%%J&IP_ZS4-N%J*
MQ#WQ%+,CH:6>KL,,;]O.V=I[[MC"U!:R>0F!&ZMK@24F,)!V[]IF.)F@RF MY/1.U!:K?IHJ7*NL-6M*[BS\[,/]BX=C:G2(ENZ=8(2."8'BH7V\"?TGWO S*
MU(&CE;#,[Y&B7K6_R[LT$@14XCI;?5:;Q:C7<>#BEKZR.7+TX+!:+W@1/>[JM ME:W8-T:(+4^T M[!:$,L:CMPD"2F+1&C8767<=T#GACGK=*
[#52]O:.!.1 Q$R;ZK,,^WA2368 M!#YXR[IFF8K_H*(G)FJ"^(%\XBZ8?T&;V&=N&&W=74P+]VDX+_X6G4@Q1BD_MI]%M'8MT@9G%CZ?*
$ZN0OY6URH9CW'+ M)ZXR@F5+MS[>3@-"(D<#56;?/5B8(-^DM(@,4_Q!,R8*OJMO$'+9>2]/^TY2H%!AF^2TKLK,;/&MX3XP83UF<@FD(1 M+&^G-*
*YE,.)IKU9@ @X]\78MZHZG3A|L,));4!EZ+;B>#])K>4DA^*U6]\L:O MPF7KPO;*0&IA6B*7[=-G',98+@35(72*GI=RY2@*&Z M$@Q-/8:G&VG]_(+!"==?*
*7S'F'"6,*LI(]*2\U=]C=LZ 9+_)Q<5.UI9.JQ)W8W),ZA%OQYT A MVV>LV,JLQX =RRS'OA2-(HMDI$O(FP,XNH>IH,I-O=T%VF271HEO:=D4 GYX*
M!CA;KQ!B$;KF1O"(QM.94U"!067 M.M$=C^&0-4P\((RF^;<2GBRY0#=']Y D^>,.^#]PWT2VUB&;A^VXXACOCO<'P. M?) ^&/_B
X%3R<%TC^M6G7_\]S,/?7GU9K5Z__FSR# V18F:2)6-I/)D&[S8 MI>PNXS MELOY>%.F0MK"\BUS=Q??H(&E-
*I*HFD,DBW8XZ:)!LBA.1N,%K]Q>FMSK.B)C M@.2H7#(Q"SP-H)]0.#\L 3]F13;9Y=+]$D. FO&7K&RLDC[BQ.],49FK=ZHH M[PS\&#=QQ^I*
HE!L.KOD3L(>6C=0K(@?JI=6OKL51K)1(VE,:T83G$=XYS2 M#-_6X^9>#:2,$DN,QT@KE=(&0M%^0;^ ^;28;E9AT75%,,SCK+_1XO ,VYPT+3Y2XRVJ*
@\+Q;BW)1PG MT _K7@LCQKII[X!(37IR?2S&.9H=>>5-E%T>?[7 M:M[GXLO:2)[F1(W7.NJ)(-3Q:K<,A=';(5:=^$&L8HKR.0DD_G_L_>N36X<*
MQI;H7'I'\M1?30?.AIGE $-:1LVI;)(*FK>^^W!M"8:1- 8W>C0PC_^E.Y M\E%9U0W.D!!D(3]85O$-/VH1U8^5]XUZ%0B5!>%Y$.T6S&A.Y>DL:95*
"JL2E.(0I)5\&-1?91%#F*FRMY8J=QW\WK:0?P\L M*$\"&^HJV;9K_A7Q'1!:Q.5[,1CSS>";2=+[^5EL[3?F,6/U,4/3Z[%027? MOS=YRFN".SL:--*
*T17%34)".&49\=!8&]7+D.P*P@+O*3.3[7I@%KG5O5L)>N M1#@M+!#B]+7D/[,W5OD%"&&Y$BD04V@NX40D;T=*6>XVK^>H" K.T5I5]-L#*
*MZO]!7@2]?]-NQ\BCH6@@ T!F_38B*I[WX7V>0*2II#;D22DP"^C$<\O43I'/T MMUA?)+'RW)P.QS9,#1KNL5NJ=[.JFG>6[S0J6*0LZBW[XL@U<:*
*[>@47)L&J/-MD/[6*C";DO&VEEL^2M?A7$'0@NI0G.=RYR5@@UVFO+GC@==Q;U3!)ZEK.YX= MZ[1N2Q=&B*
[U9;A&!=G.YEFS;R^JPB5,VE+#"BCO,C2-I_FTOR\%E"?I^* M5E, DW .#9V-B#8SY#7XLB5./T!L*1E#K?CA.@R3A(TFA$N/=,;C20CM@CDC*
*MAX4DL^O@XD?[YS=THXNAP:)V,(/'=H 7@E7)>!H=U4JBLBW VL4V[[@=+T3)(.2Z*IQN$-^VSBD1E<[EF@*.M?VUZ:4X$E2W##$995S ?1GWYI#*
*'"!QP+1G'5G"LNY].V=Q[YBHTA3WTM5453H Y_^*"2[5>'_I"WW1 MRH7IW;COV*75=\[ZN\>=7*G6]VL3JA_XZJ5N"S?G4E+C)E*
*M'X3;;3"LEGBREEI'"DI#(+;#@)9TEOI@33-C)'A=:XC+_"\:P,PJSM48P]QX M" B5DG*C58](W&J9)_V=($F-*
3A2G6G9);NV.T3RE;I,O9MR#$KSEP3Z_3Q7^ MN8?# @%-I+C._TRF>7NJ1<9:Y#>G6N1Q/,L?IA8939WO'09%
*<[++I'7^&27/4Y:=0>,F@RP2<(YF_^32W*M_H3GXLH3@CM)76(QOQI=SA)+3A JSA3[76S:FG(9@(SR%)O$A)-HYQ%,ECC5Y![NK9V?*
G.K5\=>KZ*)2%XE Q@=*<' M8[.:=M3<0 6Z:=Y:=MVU*RR4\HPQ#@>9FN]-SNV:+A1/7@4]TG1#:AUE.HDE M\4Y-EF'Y+"%RC!-&*
<^ALHUKSVB+'6$<1%4II2M8F+3)7Y;*GR+KK]JW,BJ9S ML/,X4E_+$]DD5E(<E)!=;]K(G(41B_2_=L[X--(QA'D. ^6N(TIB\CH RM+B231*
*M7*LK]=FJJJ2$6_[Q9P+P507E=(AX%%1LNS]2V_\]+0I.KS6B^VT(F"3C!TUJ M14,2>5G9AI$;B'$]UEB6Z@FN>@Q-*
*("; "F>S,PS&7GB[=;@PI=&@,#+&HYX? M*L=<2"TJ05I]"I63^Y-WB1MN"-&XZ8Q8M-:L5? 0Z2+VR+>C S8UZ9&0OKL MU23E18?8@B@*
N0L,635/89YUMXYM9=@+Z1?#'W&&\;?H/!=I^:#%6/&=HC3^MRCI&CK47]0FK7^>%;^S^M Q2:(\5BD?*8SN<: [[T%GG1J943D)9=X%N7AI*
*M[KXYZWO<@6;8PWEB^K^+*7 HK261:'7E4O*&GK)ZK,*TEY3@-#%WLS<8\U6S M4P@*-B.*=*<2_['0/D/R13=;C\@X:9;F>@PA$:*
CHMNG.BEREU;GG^J#]M/#N8N&I?DIC;2'(-M%0REV.G<]6O#_S!IH=S5%/!&<4$RH_P!KS"('"?;+*NU!OO8"48E3GM\4]9< M%F*15)Y"V:,PZ]==J2FW-*
*#%KOKPZ09]1X5CA,<8|U9 F2W@>LA+ [U3T:/(H MU,*O6]OCSRU!<+S1@,)XI@V 6>Q[W) CYE:47P&N^MMCA8448G;9--S!"6(- MMA>.)IZ3[S@)A"F=*
*D<.J 1HQXMMV5P4VUIPA8 R<3X6T.\C*06$W3$J_38.R MPZ^DA H1%:.I:6&_0GK:]D>D8_'O?*
MOIS@ETI$8.UU>3]TRTS+V=L+'/!GLE@6^+_'\J^'^+\[WTO/G;R"XAR)P-_F MU3687%?2,H*<.#5M$(PGV!\D0#Y@TD?
*H/12>HVLU/(%4DT!5E"1IFBI:^N+ M)HQ;)W,8[K7;$..TYC+C,-G^C>Y,D6>;=.,$MKQPK.=IQZL MP=MGV759;4Q^Y8R^5PI*UO<'C2'5WP"C4-8$QF]?*
*1UJ8J=L?E+QJP@X>;I1[M!T[67VCQ3<9N^5MMA 4GN\7$9)8SPZJNF_695@1L;(?6U9BB(_;*GK7/RDU+/M5 MW2P-*

"3K(B;W[W9CQH]GLCF9_^[G%^+SD=H4B#HUD:_;W#I8#'LG.B<;ZO'8P_+HUTG._W4 MNZ)\6(RMAG$FL5/A|=NOOSH5'H_C67[7A<=@K7C?"6%%=))H#Z=<0#%IXG,:_M8U:*(X_<;R_CP,POS.>D#H1DC?.(1"@8UNPBQ_20I'-PT(>+6<(PY@?T8(LZ(BCT27ZFW%$[UR@Y;F3)1]Y2>6&JU\(2D85!G%D]>LYM(_M79SAYRLT:X6!TE/$VDA=T+5%T/L[KK@Q'HN-I4,O<.>E'QJ8:_M8\%P18Y8PR-4W596BH961]I9\-KYI/$X-EJK>7XTTXA$2*W17L"#BPL661Y*_MVB+-!SW,N)BQJQ4RBR.70>*2*] M@2,=#3\D$:@YA?E;9$7C\G/?J=ZQPF^X@-6TF$Z9\D7:H!L69_BIPA33)[X] ME[TM]WFE':?A@N3?2]|/^U*:_G7U=M5=(RQA,>X(T;M3^@H[CM><&AX>;WGN M%=GAA%"WM< M6'N5TSA1KE2[6W:,.O%D$C2?(6CKG\=*N&!!YI39=&RRV$%M>2#O<*UZZQ/.% M.N'D27]\2%3]=?0IA#V1@.E7.FSFW@MG38/OO@3Q;5$(DZA]%*"Y"O:,NMZ M1% M/#>?7P_^1#NO%N^<(,677"3;]&V82.S2>)]%T_H_!3-"G(/[IN"#/M&+38\5 MF!'J?95S;A8V6X639IE^40&;G"2X)I8YLO)S)ND-;T|T5G@C4J@-1WN"!J?9 M?.$(V/$:Q@UUWIB+@"L\C?VVDT]?/#M_^AE7S$'FMVKFE1Z\CCF3OO;GOX9'M>$ZOB7C9&AMI4+^C7,RSMNGT)B]1)"!2K 4VW:>\X@8__FQ O1,3%Z70>5J'-MX;R^0#SZ'[.']*EL7,Z<"/7UV&/*#'6>3,FE8^!.=E#I#V.Y MA%:^/(E?ZIQ!?%DOJ43ZYKI1F@^4C!#GZY$C! %H+S6=Z[50$X5/B[3H._*& M6GW.D"2YUJ(6;%WOI6 YE%9.;2#7)N2&%'Q?-(J5H!^.RU2GRM1[DAVSLKN<M+);-]<[-?/S;1\KWPTIIOS(F-_]=E"!FH|Y,G_I(__NZNN)*+GV!*C\K=KEA MF4IJ=*=3Q\N-RZ'#2C.]UQXL;R<7M]H1%(RZ-1L>R.OQU5OQS#.#\@^ZHXKMU9&M0CP@-LDY":%@^MG,$C8?%*7|8"-.JT9.N4D<^N0+'##U#"G?6+LW(E(-_MLU!.3!URB=]XQ"%&3SY[W5$39!??;EJY-X-UN9:VJ1#R+BMM(Z7YH9ID&)L9 MRM=V:_.*OH4Z]1+<_=Y0._OU/CO=)&QY4A M?+'O!2RE3-7MN"O$1C$!SC]P_^"SY!-79Y#93-H6'<&NO+MX6EPSW&>_M[B_,@,WX,H1K5%KHFN.T14/R(II^40H"&>AI2$H?7]+XZN.3PJO>8/=1"1KC"1(+E'"U;AFQN)U./.VL,I=#Q0B^G(OM=QU,+>/W9A6#!M[Q^]%DE!3<++=&E1RDUO+.UF5UM=,5NJALZ<"Q;R_$-+_M M@8_/!+;PJRAF8?IM>1G$7V-OPM1%@@RC(FK8Q]$WW;MHPL_)T&A LX^RPC@^3M8#]K(TF,P0C$[.(PXX3T7)V=H2DDU&>N0QV%?T'T@E'1C(U/POG7=H!-K-5DM%EH$7>Q8(_IQ[.D&E0O)-Z#C@$Z66E(2H)'V@OZ B_3-;!N@+]XS)!7O84-_M-.5E]4&\T8NX -1J3 /<5_T;:L",/@MZP,MNZQ<,FG"/-.E&3A-C:I8,Q+"4MLT,EY@Q;_#W*9(WXKI+FI10KQSO10\%7U-DI$H>RMB"!"]#FS-*O)2.>GNZY MYRBMZ]YPIV$W9=4JSG*I&YWDP$((0Z<@I=Z(#$T*X<01L2-":MY#POW@5D=J M3I1Q]S(&/ #3DPFY5)TN74RT!6]>>Y7I@8^:"+Q1DV7 M;*$EL_R4]NVRC'MQZH+|Y-NOOSX5(X_C67[7Q4C]^PN6@""MT3WE'AI.M1.K1/68]HEF13O?13KO.*))7]?HS$MWK%N 5L_*MMT%)W8-QBE4^L3=BIY MN0V.Q\3^]-2C MTZSLCO1V05C:"L;F?]BHZ"F7;#N"-\A$B&$:GSG'3SUN,W M-FXH-X>+:)J<-7TD5_ZHX!![?O/UZ?C90_GD$S!]RWI%X8[_^T'QZ.LO[CV8 MJ(0_>)_?_7%E_&C]U17O4.,]LFW\23]]=:'=YR_'!1KP4_4*/%CR;D&ZDE M/+I?:#(.G8!(N+W'//WCWMY9"9;ZWL-4VC3*9M:(84DY=N(H'_/ZP :C6GKP0/?.7C^Y]F2ZCA]_<^WJ2//]M M1O6;;%2/TX@@N9&'JQ^Y^V.JZ18#+UT1TZP5&L)>CCE=M.'$O79?%88AQ[%_M$9M_&VL:=136$^I:;+O+>J/0?G\%(8)$C/VZD@#^\T=Q0SRO0E;\T-WI M\(\N&F30)A"2OO\X?\L"GS]XK)V7^N-(F)\>HI0XW[35F8S1>ZP()ZN#"R-9 M"#2=BT57;?G&3;?5:XA=R8YCBD0O6-6N./#~4M+8K&BU%,2Q9'2"H[7JA2W9 M[L=P*KM26 ERJ2_.5(L.Q6/I[8D#6VXE#NTF7]Q?W3RJ#1:2U7%R*9RTC9#8 M!V>V.J,Z-GVW;L);O99EP857]R!2I++AVS28E4NPIJ:)K F6_/1B)W1I>*& MI&@5?IW_1Y(OR)P%"CZ!<]WZ[UO_4[Q<[(GE4TDF5 G+N64:(/0CS:,\ZSV- M(F-Q-#V!XV%:4?X[L5&1-"PU;HD!|}F.<6Z&Z,$;P^SSK24M4\[!,6 BY7MP MA.9Y&^P(30[_2-SXJ4=9VX-K. ^P+-<5R+96TLLM+=[* M%2BIOG0)=1PD4Z^ETDI^2&?M[T.@_4>;):!WT B9EQID5.1Y& MP^G7HR*<09\^^(P9T>#>T%'2T=%7+-ROH,,#_ M*JQP[!V%+C5\O\MO"[AA6_G-Y7YH-_)S[YBE_\)[GR]D!!OK[\8&88GD:YK9:.DJWW9),WQ:]DA/;& M%,9(HR-6DJ8;=9VBVO$J>%.31^79U[&9.?QA9%0)NVU4\,$/ Q)V+9F4@2T'M&MC<(\>QS_AV8>7EMV;ZCB=ACRXE;A5EEOX(!74+\L MC;N*1Z3P**D$ +4FV!P77\;/V6F%G9:.F%(56P_&!W/W):5"N=+=+&$L4FR/M=BM&W*"VN.1'_KPB1J-I?.]L_!^3(7S8H]Q5R>78W(3"Z%_\GSA:WJ:VFZ MA2*.(;22Q"5_?$&S["O')+VE*N(CCTKP-MF!@"\6=DMF#+Y]WE9COI.GRZ^' M)^7?@>>)(EHP0V\5$>Z9$EE\&F|\T/=5K,Q.XGPY;'2__;__/M/WSMWOWS*]5Z!MWXE^!">=5! _,M3]J[7]AKGX]BWW[]S:DH>AS/\JL617_[2/O%@/C*04C1L^"AM,8_2H@O/^>=?_^FW+/[]!K4_&?,_V%M_Z KKZGIM3%B'-#O)NJ.:;/QCPWL6F39%.(VI=_NHOM2T9DPLUA%U5ST9;: M2V[U2;4M67/.RA[!5[[HRS;L[TI<>11GJD48C6W$FT.\7";AY%JZ(Y>//-4> MVE,'909Z$T'JHT?W@^\?6U0I@O3Z/MOK088W\##6<'P>[VR0[R=C0! MV(S&.XU@"A;62;ZUZ=N.DD@;,I#\IVI5]_7.I4&A&K:F\ MO;%VT-UR*W3BP^]N+=QDK29H'4$$LIY:>#*7O]SF*/N27%Y.)^N+LV6UV/[E M$7T"SX7]^NOM7\Y^"0?BH$5 2NC+Q[^V*4K'X<'G][Z@]PZ;E'I\D92/)$_*M_HH9B@#SC)@.A3LC;=6%X2KW;ZO=9%-QD.%&:-MP]2U.ROF^+5O B/,AT1D">W@OH5[UK".V^]P=)ZYNB T1?#Y6]FT>V0*IQ$;(-\4^7;*NW8Q2"9S"KC;!G%_+)"Q M;_[O>?@S]P#'#MQJ;P-6)@[,9+#?9+P5?&QZ! MB1T]0B$N6)I&;6N..<5\L\2%42T55.&X0EW+?]P8IQF^3OD.IS1.9#!9D/B$ MNEGH4,G 1A'!ZJ;/&D!5I)>\&[5ARS!?7EAG%K!R8JM[MS_XC1CR9+B<'2F M0RC&UZ;<270>/K5V6@)W&(46:VKSW MT[SG$[H(+_&^RC.K6^D1G=M?5ASH1<+N3\,L1YITF]BTE5L%V=EI[=VG&;.%IPKVC'^Y9AJ <.2,SMO/Z;%ZKM*P2K@H'*< M\DR:5+;S:],3V[><'9OW<-DJ;?ZTG+V]X"SY[+*:O9648#BAJ[7'R%%+F>H2 M-+).!ROY8UQ/[/_ZC=93N/'X>HJ$. ^X,<2QZ^Y7=H^ESOH|\SZ>'1.V+)4X= MS-TCEC;Q;"\>VFB$ZK16MJ)>#NK4AC4:H@-=1@[(E.7=>P&L50/E>"89'DHI M4=8!]@)$B?CDLEK@B[(W<^T!@^7M=1FZWFRXZT&G5;@VCGB">E2$P M;4GRZ_!:0>I) ,$)!!SRW_/T,=L$)UR)\GA^5:(CJAN$+V#XN1'*5"1NNX-L M9Q_C-CZ^8R&&.Z(\]WM*V&>)N^7 M2['6-#3U8L>*]ULH3V%,70^VFQ)77QI!^LSJ34OIC04-=#..&NJF4QG&4+6N'? MM:;)@Y/GWJS%?T5/M%GF2#Q-8W2/Z;*G!7 '"V"QI(F*ZD75.^DD8SK?:;6] MIE8_,TI;SYOP*/OT^<<\,YL!3'PTFB=G?YKX6!KRYU'K_\C/-B\$3V49SUEM#*HA#\J!.%U^$*Y(8\GY8M>$I>L+|>6\E%434I+!$3X&S^IM: K+W&D1$%O M+A.74O3252Q@+UR5[K3MXU"(:F&0 MLP^^002Y2<^+(CCM 1?R|[5;;]9ZRGTJ.(SXJE]^52>^7#$@!AYSTI$1+D9W M014)N?K+IMV>D;MN,!G^EX+@Y 84@Q3K1N" 2 MD[8E ;PP3W0B4"OC9;"C_5IY*?N/GM75M*3*]_?-5W75WBHQ_?MF7-G,K2HPJQ7BIK^]MO17M^V%:]M8=_:OC5+P7 M6(T:O/$)"9D[#-[CK4JU\7.!E>BZUF^3BNECF8EPR.[26$TAS!60'Q6:QR'1;_M112W$#:+2W2WSX.C$<*7,"C4?Y+IF ^O*V)1B';1STP9?'RM5Y1,BJN[FO>%E&;FP0*?,|\V&AMSU!8I-DVV175;S7\1-V=MWN*>;Z9,7W$/=,P(9_%YH M<7/'C*_S[Z^!U%0R6'%LHO40SPZ7"HNG&F3R/.5R8VFQ<^NWP0C84Z)D_02?2@NK,Q3-8)HG9-8V,>]M9GH(A82,+VGGT//IZ9!I*F>0;#5;(RV?3_(:OU?%I.5]FU]7TT 0 ZU%J&#T M9B3(,"=3T6]-?@#%)Q#I2"$K:@* T%OGD\K9E(D[\GOO0V!,U'>[P M?LR31/5\J2 XR1(;U%5%B[SNN/;Y9TL;XVGDR-09!+4+<;I]ZKD'BPH+C-3* M>D-%Q?*;_7*[C>&/DSD4@AP_7N-K\4U4ZQZGR4?H7UB4X2306(K5=1[9">M@ MF_J[WO-OI2]M_IT3?0T.'+(CW4B'(N[:A(I&%14$*KL_&)O5#W!U\8EA>0QD"_M/Q)FO9\&$5.>+M"P.}]$9 6[$+G:]_]VNHDA!6%K MA69RYK$G';%1&Z51D89^[L .0O5%$[1+.O"_+9[D[\71 E[L,?+LA0<:UX MD+PA<9F8N./BQ["8?DE32 M0(!%2O8Y_.OMYDQIA<+2M$]0?VKWY'3&8=9>3E^06%(F>'5PV/4>Y:T0MJ:.4V)RP%NV6O7TB+L#;$]$]YQ;+"";7L;VLYAS+Y8".SF]V=O=Q5NQ[@VF;:3E)PG:1<<)1-H?SE$Y(FBZJM.O(8)W_UIAV]"BV$&6DVG1 0WWISX(2 .(YG^5U++V&;S]-U(W0 B<6#WD?U MFI%Y&3#H<]XZH8N9738-0^.Q8;CNE>B\AW_CENHB=>HC#0X!>R3EX(2NH;!P M4N!8S84ZHZ+(<@V%@-3T#ZX),E"]L&@"+IAK=?0@'C\[E$ &E+#R.(FEYS>S$C[89[+'[M\AO&$5ITS3_QQ+COO#1^H'T#1V3-)!S6IWB6H_0NQ0F M7SKL?R@\')VPY4N2:<#]7-4=++HH\"PI]BR7-\/.7RE7%U>UY0SC@-("||VOFN45K;NW7&Z]*2I(AB5UXMC=.;9113?^,%0UF[^P3(X9$;/;?7& MF$Z4I%UX]F!*5F3HJG=EN,NT=,N>:D)"4S1!$%.-+U-K;^B4@-NEVFUE2GN(M9[G.+A=_O]Y!?#;_[8['6%*@T X.A[&\2PA2UM(LI=1]X3V>OW[9Q7&T]^_] M-5F7HG5#U,W])NX;_P;23R&[,+;)^'QTG&\QZMNFR58;!Y5I=8&2*>$U1,.5 M191Z0/_\R-V;Z/[F4R6IF.!<"PW@]1KI(=*1 M7#2S7G9JI$B*Y?HM14))0YRG_Z>925UK1E2E+P5Q>EP0DH1,OU&X"9AD85]NV)BM;+EV^!4>T8O#KM;(EB2%.KLN3]>^JV9 LMTC4NV77 M4 6'TW+;ZJ*%,G_?H[J|.)O^(M|FO|M$2<2E M3\6['EDN9DUEUJ"@JK@\=TKQVF OV9Q/2]Z#:S6NNDAW!82DO?Q)07TL1+ M!":CBB)EJ]#V&\7)BX($GU0A)A?'06N5KTCXA&^3;R09M@'I_H:[]?6#>I,33Q-T93:%)9E) 2 ML1H1.]5;\O*TYSMTMQ"8KRN*J8DI<[@Q:2 VM$W*)1?^G&2%.'[:1<|,,R4Z M>3GSN.FGX32D\KNP+6HOA;2)9>9 %7F=60@KA3RKY8 M;%NV /FMJXN&LO$1_BO@Q 2 [HU<-AQ'&M.^2$),.;$XGDYT>1L[&L9VD;]E" MW7?P9#S",D2C) '[CZ)"SR'VCRRH83DV.#;C&[R(M;=4 EMB(7UWV:*:\&\<-MGHP,,=R|*4N\E5W2SEY-GSCK)TJQ5MRV'0;Z3D^V^>05>R]T 0IF@=>T*! M#-%]+)=CGD&?HUU!"B2H:,8%8 89L(D[\+ZC:W"";S/JXU0P0C:44_<@ZN' M1\97Y9UTJ;Y+6X6XS%(O'L-#C:E0*Z46@:/ ,5G.<+#MM\#78@3X+]NLVT'(Z ERY""EFJ M?$NR*<@ 6+L;"]8+=@O="]?R!2L/3Z7)XWB6/Y@ D@ BG<.5Q /I5W&J#MBB,!W$L4J#G^V'52M\.ND]6FVE:'12Y2JH=EK;^/, 9NU]Y:]K(M\YVSXU+9LSWC6SV1UY/0[Y5|\T^?/7GU&7)#X>I-NVFX/AT"N1WKQ+KF*932M72]8"L74*H[|*_|)@>*-G;76_=,VFY9<'WTHXZOD!PLKY4>] MZ^ 5(XJ|\S(\G R(>)@8.V<;). 7MNP8@8[5!AM]A0*^"P[N&*(ZTSWS$(VTC-%Y'>D?+|HVX\AVHQE^ M%XX%?NV;;W9.],6=WO/F2]-O]*A\@T/YE4_?/"?^V:4;@@6O90R2,)UJ.7O_ MPTD>Z#T?GK+T>FW)P*S#U%9A+6@5XE]A-0,+0,]WRYO<-!VWN*U1\AZM5?J9 MRY;<)-\NB0QILS|)V=^T+<3U+8BVJ227C&O,O5$/#L M+(66M:"LX6>H', ^T6E<+PBHL"GNI.@3_5_6\1T"!'9NQV!6^1(]D'AX>!FF% M|\ D8?B4WYDO\AT!+<*G+_E GOP3$MW1@XDWB>^1WP.'?-6>J9K82E,;^'1=MMK,F',F=)I%A)H?3(81!\1T).:EWIQ\N7>K3*Z;%DFPF=-]6EYP@XZ,FWE(4 MB:3:I@B+O;^V'U)ZJ%M1?C5"?N3<*1D8LP(I>[DSU'"^_KY>U;GVV.S:N'K09 MFAN3XQPNFO"N=-X|)? '8Y"X@D7P'^&DD%,K.+TTA\=I,)XLHP^8NWN%';B4 MG=/&V)6-0|;HV2P'G-0-?<8@/:5$3D]GB1UW'T]CYT<.53NO*\Z!6 ME^@HVB@GW[$]4-@.@'7PJUY==XY)LP6>^0W'.ZYM/.8,^4RI*Q'BP60]M<^=JZI?R2V:OG5?C]O:5W!PCO5)*,R<;NX>B>=_%0+3 MV(D=,J[1S>'0KUW!1+]+26PS$5Z9E%$0!$;!WV@=@MNUUA[C""7U0.U9Q0Y& MR?U4"A9L&-.BQ1Q-H,2ANZ+L"V,*#4N(#SA%X-*,MX=)1E!.6K6V&\1+#6]] M[MJB==&T@_)W@IHV3H;8;GF<4V^=E6.F_M]._'CN/$HQ <#>6X3/XG?PZ3 V0J%1G& #7MY>MV1)'R^$>W)GP\0[DP)8SF"2URF5ZQ&%R!X7CPAS0M:?[J'|\)P27,!H MAD6UB8CTK#]ZM/Y0F(,U2B<3;1K<+5X*(ZARW_WO<"4L#JQWP*(F2^69$/4B MI[+HM|\\.I5&C^_9?M===F\EV=5;]QG) $O.OM\T%N^1"W_U(OK".B$5T#D0X M>Y:I,1H *\;.J3MNF. 1_O;_3-1_?[O7UOQ;'^W^\0OT*?9ZOHGO\W,ORO)3> MJ8^D%43*[18WQL-W6N7!.J.'P5US0"G7B0=QQ<]1E6L(08YR075SHK1=$LN@M+2L!2@5);WCC&)O<.L$UH\PTQ^GKACF@MJXAK3)QEV%QSYK-CH>WX%0LN06D M*QO7]ZK1 S(E:VN9;(4-B8K%ZQ=GRFGK?LG*^FR%K=;1.B(M84R P:RT(KV*R MJKN8*4OKNVDI8GREV)?YG91A95'./(F+@#(BI=!%R5UX"<\+*0/2E2D!73B'MG.W:WD=(%FOA$8GZD2.L[+I*&MFUWSO$D40\/"<)J2'8<6NZ^A\UEJ:N&R(M3&G?;+.577:-LBI*IM/60)%,LEL0_ID/O:ABD-WSL=N_U70@UZ>E>&+/O4"UM'=DEU_I_B\7#;Y:LH?=:,.+I.?AKR%*!5L=AGQ 9K/R- XBZ"0H*67;89P&^I M^BTN'[}'ARUAI7.$>C'-10GJ[\$D7%+&U4BSRW X+ZKUO.0R+H45?4V3!2YL M>>PA=52)?M0"'5]DTSTV4#7[%BT]BGQND)0@5L^G ML@<+(T8E0;UF:S_>F2-1\"C1<'$*&^R?DEYU;0!@KETI3[Y/A,I@$V4HN\7:M+25WJE@% +B2MK|^G?6$X7";,]-7A@6_^U_]_+V3OEUD-I*#!O.ZMRR3-G?69 E.-AU;[:]3B7XED]9P@"1KH='!$)89M0((O.HHZW/V1O"^.6 MZ;?3\JQ\]A8)K ;C7;UU$#+?.OWV<[@^X]Y&G1G$D/OKH0W"1DQF[K*0^(E I MS9P)])YJ^&+),MA?XRLKL&!=K,M0[16'?[1[%;6^BA8VAO 472ES/M1<7]HQ\..,X'38[OROE8.O2?KX-+MQ9Z%L[$X634(H;UBG41!41N&6B-9(_[MC1O!RG0:CF_+P5DOX1N8[(XSG!0<\NJ4H5F3631X|IYMV@IS="+Q8"_HN1A[^4R1ANB\/&KU#]Y@"!S+*&3?HO85[JXH$5 M01^>2=H-GG&R=X#AU(. ^$IH2CE!MA\7S+X*+ ^FD+IXFI/44Q'=QFW1M>:[=%DM/"O>CW-H MCQ.UFZ#649ZRWP\3B/%43:?^O0Y!H09@DLR"P9'E$FHQR29-.Z)0>,IKORC+/:[IB7S0MI@24@D."LEA\E|E(&H@B5"??) W*,,,G]KM[Y"/U,Y1;AYX8N;2RI\3C)G\%--JUVC^,T3Q&\G;@0M A7[%#=!$G6554NW M+D_%9FPGW* DZ3"?B^BV-?C&X;6-QI8I9'!UG*<9E<%=12=$2*5W0:H:L3>DDF$. MEJ*2;KG8|R+F)A-$H?YS[\"06JG?G6VC7B@>/4.XNZ M3+..1JI(";0++5+%#9$61CWKK!#+^X\?W2^B^,9E.9\\>GA?-,4RD4MU^4)B+R._J0LU8VO#'KA[*K&RWCC MKPMI,]@.+O+J(U+2]N8P<]5=YI70/0"*M=-\X|[3& M&E#P:O,./W4MBVZLDQ0-A_"WH5GSWS3;KV6;+-$OAMK6V #WK1>ZP&.UI'UM MO.NNZ,D)J,$E[*<>R2;W#L,W;UJ5#F^W:QPH$6HCM+G/]]B@>]/OMIOU,:.'1%D;0=6R(P|_8$9O-)W(C?MC784?E]C$T71X5IT/$/5[(UFV9Y MAF2B-?M%E[%%O8X9!?A@)H7!ER9^JK4BY*OY+6_EJ"C0ZBG]CL$-3;L2A/A< M1H7N#(L*$'32 1WLQ:5^67P-SD&H&SW2)A@DU1=WI_D MEX>E]_>.Y;0R+24P!7"K/XF-)%@I5FF03+"Q),T.Y4IKR2AEN+9J(@I"3YM M-#RT7 EQP;DW2F%2ZIUS<*D%YV @70P #-_M "*]KG=#V&O;Y=38X3B'-X2X%0%CM;53H]#F@I%CPY1WUSL!S^SB'%Q7UF3$ M2H0KHFBHNP&GMDI=W'Q,_Y209:)_8N/&7.7(-*

*C'#QF*R#*@WYCF",FL9+"55;83&X)@SLV.W$%6L-7>L^/-M2)M4HV0W^(511_F[Y0N>(U,@N$G/04;HW6(B-MM];E,2-5TQF$"*

*(QG8I$MFH170_.I&N,@L;K6^&\\P^G29?K49C['7BCB1N+[-M7,=I$2)R6[(D=Z,JH417SWQK7+BV\$O-?G,X520XAY32/8Q**

MS'HP&SKJD5L5C(^UM^""+)O@8+1I,3B&,3"B>668B6:ERBO,B5/(+CH!F+\4Q-M[&-N1ON=XZ]OD#\S.O=P!-8AWOV?O@YG#F;-)LF7KM1"8\:(

/]XH='QSC?8/5"C\XE0H/(YG^5T7"I^/Z,=J.M8Y] >/E75S-M[6)>;66+\%I$-G-F4&-D@PLR/8ID"!N)%XF/-V\0@J7F=4'=2O2%]!IV.I;7

*MS/GX_6']F^MPH>#-LX.4\(N+0IMGC^!(!_WS8Q)*I"^"A(.T7%U5J?>X9/B?%_>QSN!SQ0H(YHC+1;<4M?P-W;"_K.R%OL0"O+^G_5;94$Z]Y-MX$I$WN"*

*(4-H;XTL-IS!W6^5A\H0VDMC!ZFIM*0P)/LT_WP$2I76)\9%7';P7]/X]3!JEY9PV'6>8(5/!&3,3CMSZKW@6_$_73-)DG-MR;J^3<+*3!1?*

*0T>\HSJ1WV5K[W10;HUB3]?<09[2QQ+1>>G/A"8X@&3M-SS-M1)Y]+-SS')&D9/:YD63LU45WBIJP2+T)3_^]*3LV'M-M17?%$2'!<6#=H?*

[V(JO+1R(75X:G1YX:OZ"E/K5UTE&'NV3,49JN%_LI@6),M:&-N]H+A[G[P8^_10S'_=[N&YU2T#Q$YS2K:I_&TUMT?2ROV?:D.W9O-G#*

ML3NQIF@PQLO)!;3<6E%CAAQ7M$F'[@2<[?]R5@(&1KEIIND1"#=W-GO1878"XX+CUL';=KW-M+6>T;K=%-!&.9@HN-841G4?<$#M?$;&N-M)+@5*

^\;$)'%3DBH"0ZU'GN78N\06H'_"8-3!C16T)]S?(3@.C7_BC[F8R0I^UV%#4S-H8H4=)Z#-M;>F=K3KAF2JID)%J6_;&&E")%'#'>C=)\GVN(N^BUF?*

*N)M&-Q(2>%TC$T-5-M[,16:]B,Y2X6F_BDFZ$;.YUU3QDA{>GT5341,%H8Z6NJX5.N#:/-+J4=5-.^5%-M.&K&*9&5%1NLK[V5;6[QNK'!!-*

*&8Q%U<2Z(7)_L\JPD8DAG1P^[)OLUWDZNB-M2T0T"0$,I:UGO^,A#E]9_TZ\#:JOA*C8ACDKCW.5*Y;/[!@LBA+#_M'"T!>C(9L0\YP;6.<@MSM;>2((($T^*

&JR:[I$W)O@0LM%_?1+"T]WA_P'||-MLQ$+6/GPQJTCB5G;/8^S>.[QD9%0O?-VEWS]MO,WGXD-M$2MM[PW^5[@48YYE^^2O]?V_8=0PM>_W&9)?

$GU'O(BUA=G-MRVJQ_7LE]A2!U<-DC=?/M;'_[5NG([#@_O?4'OS6-.JY#<-MJ]7X!*FZJRYA.MF&C#6/3Q-R!Q,BEH$)OH;;(W:QTT<\9YQWCLE#3)-

Y%6A-M)_X%=5=/\W07\^0IC*W_VHO)(ICP&X:\+P=%)2+8E-MMAW.*8_=Z/HRQ*L-JE.:'BO7I*TT::OMJJJVBNWV-T,M!=T5GG&6XLWF9%#N-M9K$*

*9653?='7Q%NCX-MNWPR>H$\-Q4-M\]HTU[Q*P.=M&:(;9+)/:^"N-C#OR\B&5@G1LBK*F/XT)7=B-M0QGD-^,7JY^9$M4X():(S:*TZ-*

*XOGR;KEYLL=\;8),0&I.PT5")[_4+T-#V<-M>AFV:#ID-K11KS441&VH9M^$RV*L^6"X)5(1*+0V-MH4EQN19%"VV-[GKIZG([.=;?*

-6FN+%QR;_=PIF^B]EVD!%_N!7).<8=<0U:-M&;6>:(Q65>>A93F#5AGS%MQ7Z2-M.,_)G36VGZ;G;L_$,..!.:L\|")-)4Q4SQ!RNE7,O]WZU7L^_&A[HB-Y)

<[5C-MUE&]GB;W3B/\N?9[+0'X=/E9'&+1F?%BJ4E/=-+OR]5<)]T.TS-=I(A!TN]-M?2:@T.#'(+P&"TQC$D"L6A9QTW+YN286/CWG!G91E.NCF?=HYQ*

*M(2?V,3SF:09_4Y1%.0/K#I"QPC5,1A",1A!=[UVPJZ>I-MN:,3BU+(A#J1&E2S=][Y&=0=*NWH=`4A33^S5^))_7FR-;"/="/"/*08\S=D=*

MS)DF^4.DO6Y6]=VTIW3.O-M^JZKRI,?W[;$+P(>O'!'WXI$T-@2%[BH&GH>)K794B,2O4$K6H9$2-=.:5XOE;F5T#;"S-\ZR)(K96]6,KY;6RO'TMG

M.J3G>A;>#3/1;5O@+<^_1+Q)S0K*.)+B_>""$^T=-M#QT"D@#:H;A!N:&'E3N$Q=2T6I^6,F-?[VN,4E2[-)!:MJ60)/!4HOAM$*!-M[/TQY\>Y?;-*

*NDN^&4_+@/O^)R(<[VLH"ZU"]I_VX+VRS-34J;*OXPT/-ZOOKCWX$]Z3LC2VX"81>_BEU81]6^]W])M+A@Y14^,-ME-BQ+[X#;"4$=5\\NO?*

*5[>\1>T)5W*JB17,F0TP_/H%VQ_WF]Q-H]SB>Y7=-M7X6W)83*-7D036Y%#4LY9AB9SL$9L<'/$S,:7F1IE*A>0T%/0NJ!_G?3.A8)*

MUE0@O<.QHY#/LE"58M&-4T$6%7AV\6_)~"VGK.VCF8KDY%THO>P5"QC7-MG3O!H2:N)_=RJ1!Q)RP0"?L;V2V<.,S"E>%(MEBV;-*

-^%UE.I%%56(_>JZLJ-MO)4RA,70_[&,1+]NL/"9784M=I>!&_P/UCGP2C/FUGO@##DY]"V$'LW\17-MW"@?*

<'!)2U!;TA+G'$"0D58+!/GNE@#!\^I>#NI*XL]R)S.G,FP2W/AG_"&U-M,FX(9Y)(!O=-=/9XW%F=I8M1AFG"TW/ZE_RASO1?4M<*A5AJ_Z.;+"H*I[AC*

M%WU_4PK2+%H3MT#[Z]T2.DX?Z7N6FL#@8PBF.[\ZG{1Z_O[6]-:\=KK8&-<-,MM%MZQ0C1SBX3R6IB>"$N,#\$(Z]5XO6

*!?)T#T*J4;V;51O)=;'<5!=IT.S=-M*R7_H'409I.6I1&S;OJ6R+^LP4S'2\RDAO84TAC??X86WS^&AUZ(;0IK;%H(-M42"V%%5#H(!=*?[7GV?*

@9'4]BP_&I$+/DN-BCLH6\B>9-WJE"A72;,^_M-"-FBWO[O;3?.(I_>Q\6UL/[#[XD)M^_>?T.R1-BUHIU@%5(5KGX7F88?9

*M@J]"=$M9<=)HX!@JXM&BPL%<*I"KL(#K,XX,HS&1"!'C5K,&+2=Q4J.MSQ8\ML1]Z+\>XE^:R*%/'H5/[DU^!*

*(L/#AA[EYCU1>QIZ&&8Y&I506N@BS@44)!4-MP=,%M1BK;X.HCN5%LL8'SBG8^^#.\,R*JQZUV47PH!#[<-+L#!H#<_W8$ZY;-M+_55=5G/EDH%30?*

*@;K-E9=VN8[^.!"*K>IH](@/'I\)PCC=A*.QVN41>I?<$9=O5<).02"206;!"4?'@I%T1&?W)B\-OER07HABP6KRX-O:6Z88%=;/DTU;-MTRY\^*B@22)?H^U@-*

S!?E+P57RFQ'&,$$7?DB4FY0SB_&ZMY@&60OC(^G<_[(F)NK5X-XCKQB3UAL1C"RI+\86%]1^N*

MLR(!O>DH+6]$C=;]H_U<_;VTH)%!2IG+9$%>>.YJKIS]YD.=UMWB]+"7@=!-MJ-X1=V97:=&&3Q;U95EP$$V>]D6LF=C/R0N]B:(?

*K"Y2D6Q2E*6+WW_U^D?I-MZ)RDU(NPFBO61X4*Q+[1MDH2D4;QNOI4<#*-=9S(5'+'T+VF]%):^>=@'3O^G4CH?-A0P#)YFYW")*

M8R0=LRB7RW@$CK^/,-3AA6[N2?Y8#CO5:82()A(KK526KB3N<&G[-6N%S:IJ-M[!-TE=)-0+*]4DQ.],FE&E9>96DXUS]T<^BF@N1R4J[^$ZM,-#

*[E:_]!EW5-MC0Z2+F-A%Y[']4>.*WOC816TVZ#NG?11\UOL8[?-?#Z*.B=.3H6K6-M8'ZU:!1%1L=>@/,"^L6ZB7OK5@U>2F"JIRP-MZ+NHGB-QH1'VT>-*

*XNDU,R;R!"-,68*1,V<@Q+_Z^1"X(C($L\.X,.G1-[VJ]MOY6.?#V,;=|:0Z*=ZY'[/=*!,YZ#%]*-#LRI//:)M]]\?2J/'<>S_*KEL=_^MB'P:MA*SSY?*

72MUY57>^%Q(5ETIUZ>-?S W%;,(IV)3EZK<^V81#AS;AYDZ/.?OQ7@0:>NXO\,TPWTG)6;2J8-4"&GLM1I0-N-M:IEP"DJ)RWI:;Z7-

&>=XM;XH+X0PH/2ZME%&7IEIM.)4S9,:V8)Y?A'?\#N$-M"'&RJTHZ8\C<:5#=F015K2<'\G=LV[P-L"$]672TV$^J#+-MLJ%%2G3?37YH[[$U>DF0=0X)?

*^CDL_^_W"YWZTC9X)54$KFF6&!'?-UO9\(2-MJU7VPT7HN#60G6^NU]GUEYR$*M81Z-I$*E8-*

3$2!#J0^<0I=7&:Z;N8Z:MR1A$CS1W[9R/3KK3K;F86X2-J-M0:0)DU!WY(HZY"#A1R$T"@%J]\%&

MD4KCL+LG2@!TG^FR[B[EQM%U2K[&U1N&J@=_2C.7<-74ZQ'.CTY.5)WW_M(-MDC-SX&OJF21]YP-V<"Z8O)FD4+DE>2-

*18IF1*PQ9.L;A*80U!//1;^)>ERG<-MB<>*?INB4<-I(E-MW:F]]8Y;D@WZK5:QG#97!_)@'YR_;/;\2/(T6"V*31A8Z^OF#')]EH?SJ^H*

*M'"M9K<^2^OP87/E]XNCCS&AR*3N=HGDX0:$9)[";&U*0'ET?&:C&4I-I/DSK-MZ&Y%J-HF86TBS#Y)-&L]:V^I/#?^,/+>O"^D;C>[;)J."7?$[>ZC#-*

T+H4;-M4ML(2A$H15;&7-X6QMR9QU#D8IQU.^M7M(0-2//]XPR\(-&T?DUA@K8'Y$^O-MPK

$2JA6=;_2#HV(E!YOK(OJ1AAJ7O&BA_C]R@OY2J%)$9;LZH88+#QN7YF-MHOZW+Z2\V&=IQ&@DFJH(-DGM$?O]DN:OM0P;T#.

(X32!KQG_135'(I\%2V=;-M48S4'Z;H&\T!,&W"G6'\0XKAA?RH-_%6,&T.Z#OK.3N%TX]-RTM0]EW%.[E-MDIC8$/Q_^GG'3'\^!QI,,(0D5J(I?]H^VFZ-

47]ODC;4[Y)9=#S0C!KA&1-ML6QV78^5=OIO=QN!,,X,-R7X;-$LUFQ&Z-$%89\)XQ5M!G#G_XR^;3^C/!RNX2^B_E7727],R9JF8,1]52ZVG"SJ

M>1\63'BD>4]9CVN&-HEUS-9)NE9CDW)4=-3%0\MRC]8%/>C8DPK)Q:0O";3" M)'U+IXRMRV-?6@529[UP.)Z3-_YM+YR#R\<&?*

*L&6-@Z)Q=T/D=4)9?6]*DN-MF/>R#AMOWLR"Y5FC#!#-RWNLW4^;MI#*P\C/#+D"V-:-^S#6P4Y$K>UQ-V@+-M-JE^[.[X&8#:]\+#*

<)9)!+OD"X78T'/Z&C!$CL'<'#.?4"7.OP^"C2P2>S)RT-M01E(;HD-%T#'!;BIA0K276UVUA-MOAS?S>U9&^O]!O\/A!?

ZYH07.HYG^5VWTS^)V!]A&L.6>@C:$'IUH&-LI-M,M$AX8A5;WNS48DQV.Y!4#3-MA0E!HKE&H7KK2#"":0$Y%.\7]+IZY&NJ983QC

*MP^A"/TJVIJ=:^G,^MH=%/Y53>_JO8YY(X9+"+C8U-MT7=7-5"7?/3*L1,Q>LB3YT#!X*B[KEG/95%+4+%WS-[F3^10X]!BO7:="H2.-M7XMN/#[*

*M,N1XX"LU/FBB)I(P=1US:S&'3"\52C1Y4AQH/A%?V!G44E(79=-MI:?R_YBBRE%&2-H7&*4N:RM.\8;APCVH%FES*ECSOUCX+-M4TR]2G#G:*

*((]+%B^74ZI>N&1S\<9FKUQ#10J>.NS$/E0SZO@-#+.FE63U]*G-MKN^-?4&I%L%K'1I]'4\>K&@E;,B-2=>O:Q-=%;6@-%UVVNW#B1I"\#2;>FUD-M?*

X!F@$F-/MW.]=A000>Y.C6O)/KPEQ+FL=+S"(ASY8V)F[&Q"2Y)*IM%,C;UYY]Z=N^K3-M7RI7-D9MGEX)33(GC"A;$NJR2-J!

*<"_QIJ.#T_W*M$@&&&9L14O6]?SLW>HW-MM/_HR'PD%N\)'Q57[[='M6L!W<,=)4>K^7%;G]T6'42&0+&*@?G7__?ZF0O-MNMU]&N(B5&7N/_[7LS?*

W\)\/'L=6[VOK[@G7IYX6:NN238Q\4@>'19J[RP\:M9PU'57V0ZM9\]6#SYH)'(2T$B=9CO7<'=H%5]?DB5#0GP>^\!9-M_B-AN&FFR(M+1YM>^V-

*9^C[5>A*3R\Q%@PW<04H8T!&TGSWI.!>[-N"M*Z[[-M!(^;D!-K.AC*FCH:@\6,KR>9PHQ>CWK6^I;.L.7.C8R0NM!BDT[+*

<(RLD1&:.T\SO;+XU\K"3^7U[5W=MN\DK8BP2^_SP8S&GX-\WH1[+O-MZ4@(9_^<8E/MBC?N,BD2\I^;R(EBWQ1%'78:5$*)YB+K0Z;/*7SC!&FBOU.X*

*M=L\E8T.=]29^SD9*F$+^+'2M5,346J16%HBGLYVKGLSI10*_-I)A;.'D'VU-MN:\]+3V?\T^^+V<8HT(;-*

*VBW1VX((]HFGW%=KC4Z]E7Q(R2E(=C&ZA.$9=I-MK-07BVQN9M!SPP'V;.N:1:;&W&[T5I:%\=G8^&2XO$Y:O-/1[37T*1;A]I*1*

M:R&Q.VVS8A(B@+!8EW5%JPC.RD5C:X+(D2A[0,9W:]P;DRK]-^%+7!>GCQ@5(>R39%\Q2$()#WCB69%N\Q:8(O8J!-7=]QM-MG$SF"C:/*

*>F>4:%J!N\]IW!3.8FUW(CX@5:6=M+W:7Y.A02MH%9H&*I8$\Z-M-1,X*>C5)KP5Q'_QEN%/[^K_VJZ5+;>M7-M?0:GR("4419"29=F)JV0-B9(3*

MVY'DG.3I%D@T15R#-.HIBO3^^A)PP<9-V4#U-U8EO"T-WHWN/::X^G8XOY-MD#H+>;%@1X88,XGZ>BQ=2+A:1^RTNX-7E6XF5!=C$(0O-

*RQU<9.T,-M-U(FU*ZZ/N!W009<4](@D6IY#.E(1*E0'848!@-2H5-,_%3.-9(]*TF3/=[%-M2+5%C2N(@)$>O.?B4&*

\TZ4]]3EO:CQZ@I9UA!20<,+/)9D$&9Q(3+X,LS7,U-M,.I;PQM:HF$/0$B9>,RSJ3\7^R^^F*%!>L*F)3@GXWBD'1851A#)#R!B0:$,4/2[U>=[HRW*

*M5JO/;LA\[.X7T*QXF-L"R+ZX![%14%+X"9'$6'M[FVCW(\VV3;9HSEM1?G+-^;N%I9F@+/73[,.\3N+-M!$O+)]!9SN?0C(H$IS\5T16X+FR:C)"W_%13=33-*

*D+U"_I"<])*L35*9QAO-MDIX!=-\T3O0T40#J+,.!DH,GQP'LQZ$P!@8N-M$@K=FA=2%SSA$+18K@I"^PN.WD*7,/U*

*@Y2,7C!Q.8\:TSWM00!K^"@*K>0NC\JOTPS$Z#'-M2%ZI\D"42P?7=3O=MTRAI%+%"YQ7B@L0F#UPFG9)TW5*T@CB=!76J[*PP6#>-M$-I,Z523/F-3-J*

*ZEY5;D%U-^#.:]]D0AT-M])PZ!B;-&,7)4-@%BV7ME=-)U<,/W*QCW%6#@3IT/.Q^,1#B-;;>>!VUF-M"$T926!+/<\1W/*>*?-:E'8[Q,PJBG/\$5*

*97HX_\|&2"DD:WF,8A-H*10Y^-M4.FFE@G?M#RK-[T-Q@!6QQ0+O>8IGTEVBFBU]$E1IXL4(-:4N-9,Y$4.VQ7BI!2K'-J-?#@3(VE*

*M\VRE#^NFC)8%CS4(,,*I(X41OL8..!$IPQVL-&QFV:U=3/M%D0>6.@(7W*=.-MO;^RV-4XA*KPB8:$8(UR6-YT%@"U8K5]'7$!L;-N9;-*

*@<396K;H,2JY4UV5R-MNF472TY]=.Q("P,"@3\?Z?FM((U:*V*X+[B_1+3O-XKDY5)00*Q(?L(+1,_$-MT'$.F=`QQBT_TF,4;"J^=13_=],8%*

*@+-6;+M%N)*GL9-^CW-1#[-83QS:!EFCA-P/(66EM23GC]'5"X9GDPJK,-@M2JZ:(F/5"V1+3?"BF@[A=(W.C'AZ@@*M%>R;FI4JRS?38CNQC5_EP9;@]0]G*

*MN7;C$^AU5JH"7!,10R0(^LE3A(0_:,$,PZ"ETU/!A)S&!)7-Y3]M12)-M*S%&4O"=X@,0VS!N/_'Q21?>;OZ-8"WXULIMJ+",ES](\[_UT_%1P4UV-]#*

*MWV[[<;;S9D=_V0NU9@3?SKSA1P;[W'+CSVDC)^8\K4G+4PUW94MX.SJN%D*X1>B.S_B\2]0OQ)/,?V=3;G6:9H@1M4"3JE.:BGU.Z-F8EC^*

MILY9:7K6@-%ZP!0+T"E(?C#"?#9&;)?N:X7C^2K@-M:A21(-@XN&?>N-@7P%4OLS)S,!:#@!\32EX@:]3D9)A1BBK@+N(]&*$4('&-M]1-A0;[@:3H:3-*

&;"3>9WX(/&'S@;]$'FS&6G[K2UY-?4'84&Q9"QT6[?H2-MQ^00"3!\6+VA\$!#IMY$L%5)AND%0ZP'E'"F1$-%,!BY6:>< (Z:*A-M5UG;*

*!0!_DRU#YD.3O5$WI!(^HC\'K%4+_N1H$Y"L*4DE08>88-X2B5P-M:Y(-E7!S\^A-PRFLFZ&\HKXXRLUR,\N'IVNMV2.3!,MHVL^)&MOBY0B6OH1;*

*MU2K-H##YA[944"HF;F-O-6-M]G,NA6F<7PJ^-M%-??X!+LOG#@=E3B@0P9!K*G2N-S0%H/K9O"Q+Q9/!;H)]2WHH+5ILW?XUR-MKIP!.*

T$DM,L1_ZZ'T]^8#-53-NEZ7,-M@Q@QO-A"Y]0VD*I0^VS9"Z/Y@V_-M$]?S9F0%VVD"REHL#8$H!=H<'"#-MA*'B-HTM:LFZF10CI#HC[],H-$)-

*V>GVVDVO:V>K[4D'E2&RJ_!"J0/3*F\JB.&*C2LUU5H$6-MZ+H!.87IP(Z00BU"*8;],F2A755D5P5A\;8V"RUF3&RYMVAO;V:8B(6^%8C(*

MN9T@GXS2GIDQK2NXU;399HF\=Q1-=#!%G_#:;-DMJ$1%QBBTFUY8FR\4(Q2F1

*M*ZTYQD)56!5#'_QML#C$5N*!8ERUS!B4D6H^"VA:FJ4N96M)BN5FE,""<&9+-MD27;JBM(GV!<@H36M;YN6F%7'!"1!:&M4MU%[OUKS*

MIX)+O+GL#:N9EZC;[CI#=2$D5>2H-[2<(&.FE/!B;B5ECW;_7K(ELN!_U9S-MJG[]0ROH3@?%U%HA&?4],KQ(/0.(S?:1C5=%7U@;

*[K2*MK#C$'%.G8F!@!W'8%D?P;(]7%C:SV'9$RU-OW?8/M-C7&=X-MU(!,>5BG?;AFYN-1-U-O/GK/G[98?4,H!C;!.Z"]^K==""@>3?7.$MBKD[U*

M5T<77YXE,28Q2[!Q9NK,R^I<.#M-.+-@;(H0DZK%V9TG61T<#U1(S8P;"/4F=M[CS-M&5QN+%1W:!;N&XA4)\N),S9EW^DV-:E=*

*253G*I1B*\-2'6INW06FE+>9HW-MGA4M%N3K.GMW6ZLZ:HM#>]"";M1#_)%'T'F\5W247R!#*D)@!JB!I@Z%CICN-MFK.Z>!-+(Z:]HECFX'KKA-T^TQ"*

*<-S8BX2-Y*F&5@QS%M:1FJ[-X4,.WB\B9-MJZ[L@U>3!M\O^CW^ENDY>;,9:?.GG9I+AVP3%/AIE$3P^1-RB%2-MY"4Z46-A5TIM-W!IF$=Q]D;"QLS<6F]*

*[7X,A[==R],FQ^3]4ZZ0F'N?@H1Z7EUC-M\T5X*_RHI?OA?/MT[>FN4M!'@I;I>BI=1@J<07_-RJ*I")Y3S&FQW5B=46S\-M$@;]-M#V;IELRDQK:2Z]?*

*6B^E?"7*NX'J0Q9C:Y)-F@0]9B)5-9]*G-MA$P4M_5(4B)?I//_:S_8^-CWE9-M'D?5(-?X'*%2%+?H*U&A5"VM2*-U$QL4>"H2$B^?YX7-I@%-I!_-3L>+]IYQ/*

*M"O?9T9WL[IS*1R*5ID8+)5!TEE)-1DJ0>*[XJ8AHV]ESA6'(L"M5+8?%U,4I-M@-SP"(XG-01>-.E.U5PT81N'0;JFPD<,V8+6X.5=A\Q/"G/K'O0.,#ZF6!SMP*

*M@WW5+CGVUT'6#Q*1[WVY!T7%MW<[G2[=4OW]KM%:E*8E7(M9\;K'&^-M\0P#N-MLVDH";"O]/LNW>-[K<>'[X:6*-W42HI_E59ZAE,?*

*-S8BX2-Y*F&5@QS%M:1FJ[-X4,.WB\B9-MJZ[L@U>3!M\O^CW^ENDY>;,9:?.GG9I+AVP3%/AIE$3P^1-RB%2-MY"4Z46-A5TIM-W!IF$=Q]D;"QLS<6F]*

*[7X,A[==R],FQ^3]4ZZ0F'N?@H1Z7EUC-M\T5X*_RHI?OA?/MT[>FN4M!'@I;I>BI=1@J<07_-RJ*I")Y3S&FQW5B=46S\-M$@;]-M#V;IELRDQK:2Z]?*

*6B^E?"7*NX'J0Q9C:Y)-F@0]9B)5-9]*G-MA$P4M_5(4B)?I//_:S_8^-CWE9-M'D?5(-?X'*%2%+?H*U&A5"VM2*-U$QL4>"H2$B^?YX7-I@%-I!_-3L>+]IYQ/*

*M"O?9T9WL[IS*1R*5ID8+)5!TEE)-1DJ0>*[XJ8AHV]ESA6'(L"M5+8?%U,4I-M@-SP"(XG-01>-.E.U5PT81N'0;JFPD<,V8+6X.5=A\Q/"G/K'O0.,#ZF6!SMP*

*M@WW5+CGVUT'6#Q*1[WVY!T7%MW<[G2[=4OW]KM%:E*8E7(M9\;K'&^-M\0P#N-MLVDH";"O]/LNW>-[K<>'[X:6*-W42HI_E59ZAE,?*

**FT:#09_(T0>J1A3V1-MA=UBJ9%./5=Q+9J{$/LZ,.DBI@VMZG2W!J;%FW@/I/9TK!*|\=<\DE%;'8^-M*I?J$106Z2QJ59(((>K#,\=V"21D)[_IO.*NZG?*

*48KEL9Z$$S_KS#!Q6_*F-M2?W#"AVJ[P;*Z$YYFAA:B0.P;+(W^+(]6'&%8L9U&SZA(B\)ZF8VQ0-M1S:B#SV8CIGMD\NOQ],$>]3I,BP3@Q?W+.OI(J)X.^*

MOE2GM?(>O02L#H[>T<.A?AZ&]-0A23AUL&C'/O2\H$U*&ED5E'?U3(OU0:M-MR%FZH^4(.2V^G$YJ6OCN;.<12T21UFW2\L_(!*

*(L''$.D[<&&0VH2QPME.OR O5CPHNAAZGZ +(!]*O0&"L/5W%DG4GD-N%#_1,!-]AEA33MY<VX3?Y\A@_^IW>`M-L>X&6/YJ7.,J\N+2I*13).4<,UQ2BBY(9A^_RTN:FPTXS1;7IP+JF7L_H: M@:'E%5QFT5(VDU M?A>%1-YY)A*7"XO M_5TJ6@QK{BA.4ACFZ9=_7I[M^& (ODMAAQ:V1HN6%:UTQ80^D\0]PTDH%UP*B0QW M7IP. BM7>RT_R@5DGWHQ%:43,&8FZ9][* M)P :{BM XP((2WR1EA4VCA=!RY.VP@@--!C\]P2ZD"+!A8AR6%H&5.C=H5 8 MVNE"$-#";,)&"S!.!C3TD2)2K/I-C5*XB'"%69+#LE%P<#CE.J@" M, 4P3-A2P[(&Q4.@9J[9.1W^3X-X5570-:? YW@PL4"Y1 M[8A"!30H=S^GNJS9*(WE/CF73S)P:>!V@W7"6*-Q5X[L.MGY:P4!TUH&J19P;$?P%OE6F^FQ(6]"XG=!#L"Y5/(^.C6 MW6:R.CI:!SUIT##4W 76077L:5ACBM;R.M?%C0+X[O*DL$0L-:]5 M:,CTZ= M:M)$^6(0:C1 [5 M=]XY+ G#'D@%%$,S)>)&;GN_CC_ ; =@40\T(3M5C46TF8&&17EUNBE,0$J MV 9Z9VD?ZI!$,NA,9>/I@54552V-&G)8CXA.)@2 M:B>:#Q 2P1%'4=B5T&$\Y_S 0M.+C? 95[4D8WR0W0#H70G4U-ZL+Y*>P;JS]R. =[=B!GS^=_DDH#<*ZBCZ;Q5MW"JX04#TRZTN PN38O#E'K M,>G[98&BQ==8JV\)\LQ<%X'J>R#B7.!9,MQMQEP!R4^V14U_==,%A_9RC6YR M55/+;$HKMFDV)5+KD[&$R0%JE/_Z /2A\+7)*,RM D$+/W.'*-| M'+DB5J5BK<@K_!X/**;> ^JETF*0K#Y66&^JF/@3I8Z>PFW [}/.S- SW0,I- M]WX%_^!;'DMYU*\$Q%UPL4X1E0)B.Y.GBG)N&O;C=U07]+QQ.!#DL!N".*4M M&I%4B\:1,JC4V',1=$*L3,Z33H.3,:G,MC2A!#8K'>N MUY$M+_@*,UM;/" R $2[2PI;G2]7%A&? SZ)E#%2:"NQ3 MN)0%:!6Y=!(#8.UVI/%%02PE;CB7!AL6'L=DC= E*-3.. IR--?1 M! .^H+S@<- DVK_C1{QQL\XJ;.9:?_J]8%5B-J31!HA4..W?DU*?<;05G>H)9 M(]'FW.MD(OC3#L+:,$.YM-@+*45H#Y:G'P0P9&+6T9U"D!M+:,;%TF_$,\GX%] M(\XZP3)1$,.X1NX=9HP/T]!E/I5%6(% %8SP[E"]'AU=CB" +6!KBB7%DZ MVY+C=!=D<^8.$-D$O$1=F$=58@,RX]IQ.D"-2[78:$8-H9/4]+ ^'VY*0,%6L_#9G')*KV M5[_Q?9G,K @:^W"H-(YQ,&!"XI+4,>$'"*&0B!L-;E/R[NZB7.5H[-VAQX?/-M5=,FK#,L=A(:H**#,C06:0GQJ=OH+?O&JKHDROGY;"ZZ&#)3V:RZPF X1NZE M"((1!!W@XTZ_(^M&4;G4F$/T'3'6]_PBM(,@]M,Q1XWCB3 LM[.:L;T /-L7O0=0KA6'18!>,|K?0&1%M,-4IPVD+VA<5TW%3"[,N M&OLBRH&GI-GDLD$6H-8Z1Q(4Y/DI5//I"3>?!ED[=:,&H=2(D&FB9:,2 T-+ M:1+%*DYAZ\]&#J:#@9@4S'84F@0S$02X(&$ X-ARPY">J]N4I'9;Z&!RSYFD MB66;2=9$]$S@CD-VRJ/ZA'$\^8\S7A!Y.+"$5#XSR&+=#D?H|BH(VZ?>B840 MJK"#M MEJ@8&AU*S="/=;_@&6"JXTC]ZX/2J,$70 MA05OT1/!V6'P)-^'NM\K-DM;4G$=A7]ZL]R1\0\.WUAW/6?-O.!7?KBYO+N4/3SZ?>=^NS^&77Z^^ MG)Z?GUTOCZ!R. ZR6U6$N=;8H6ZKH.8=M$YM98VI<,;*>L^2X7ZTL3HS7]J M]WIXN Y,C9/%8HQV$>R]ZY [;W1>;OYQ?>9>2+[Y< M_? WDYO++YZ4KL+'GR*]ROV"\|=..GG/FYGAK$6 MU#G$9))BE#-S[5^GB6#6V@ZRUAZT@!MFZK+ GS11_:;G]V2UBSW\;[/D[MP]V6]\? H_GV2)I\A^TB?B#9Z.X9X\ .!Q5G_7#[SH[9N/ M =WQQWWGA1_+_U88TH>OP4TV3HJ51W;TX"58[SU2T@!UOC0B5UH$#_N==C[0 MS!OW/,U]M\"=^)5_@?B^^=;Y'/VEMS64O^YN'@NJ@\ZXJ MEU:BF?DM90\.FL':^BDPX,W3YAS4)?*60[V (LD'9'WQ$8P:UZN%T](,,,5 M]Z.H'Q4?7GR 3YZE6.\K/969\K;M>=[YQ_YR^>GRYGH],?#<:(DP'4P)@\/U M1ASY../W1&_HI2[U+F70#*\Q^_L_8.1K#I7P"'$H>"JF8RY M!*VJSF6/=)M1@=P%!E_FTP @G_SU#O5;H*&7<745N\VVXV/3!"V-M00*_[G@T\]$]EQ0YWCB3%:7/ED* 15K\'7[/D'9'=BG41M6ZQ>[(N@)Q;W -M#S:HZ_B2'>W1_KECW1WC2-]H0O MT=Z>ZO0K>- =>5VIIK*LZ^+]V2]]LKL_ MIJPQ)K3"]J???>=_:U^W3MC[/?N^PTUIVZ(\[;[>'_I4?>O:C_';G*17Y<\P$ M0-)8/35,XSB=$;]G79]!Q;_$05E-";6XCFK(? 4P:*J8]4RQ-5;1S+FH-WY&43,*5(?@52 M+>QQ%! K]5E0!!YBD'>, ,#:2"T .,^"U%D'51!IQ3 NS_ESMW'4J?'+J5= MBB!&4_;_W/\U%I@YR9O>6[7G(B20?K_7>_ML^1P<]N^)?*/Z_Q=8I OI/JBB M74!5M&$3^D/3A*",&1&:XX(M5#1# [N+ZHHCQ).1L^9D*X*H_+0T2F_FCT&_[C7(^#D%DM MU3[.NM2)4= _!:^XJLY%_HCDDM^]#+PRJ=(<:9>H*QK#AE8K=,V[$0)R!.#?% M0QHYL&.Y/V^GH!<<&8_<=K08S=OU-U]O?O0XK"-'3\DZLKF%Z"\^EA>K.7_L M_=E "G;YY\\G-]^NSJO$(7K_N(1>CKKJ^>W#9^;X^FK%:XJ;_DXKR=22X!X! MQ1(D*K%[%K,V<[L/4@O0K81:[D7R-7TQ"N(AJ =X$&X6O@!!2U/0%/@\IAK^ MK\6<]\QU]H_TI'?MWL'!*O7B)=WC'RRH MH=L,+[?VL6)?ZCK*H_I<0@15R.DO7[Z=7?QR\BX_G[;KTORE;W*\\9_D M!=STY1(0EQLJ1]]D)-;Z";JUR K'F5B3[>)ZF?U:?[^]4]B/]_W_BX=G)&T M2KYFT0,9%YX(G?9\RT"^WU,5'-D[5UM<^,VDOZ>7X'35=UEJZ*Q98\]MB^>+5F69U3KL7R2 M9K*Y+RF(A"3L4(06!&UK?_TU0$*BS!<0L1P0^7*3#]/X*71:)(___5E M!]$GP@/*_,M&Z]U0 Q'32ED0=@I"1U]K&B1/VH\>%%PJ3W%>WS GG MQ!>HPPD6Q$7/5,R0F!'T"^/?Z1-&CQX6$\;GS>9')=9ABR6GTYE)\M\Z9S,KG K0^G8^?]V4_3J^/3R]89 M'I\TS\;N1?,] (>^;E\=G;O/BP_FIZUYB*^NA0%^"]\"9D3E&T#0_N'H)KALS M(1971T?/S_OGD_?,3X\.CD^;AW]_79EXF)-W#IL?R18? GY\>:.P$)1PL44#\0V'=6"ES!FV*Y($$K M6PCN'\G[4M%Q\[C5/&FE1,V2))\WCT^9I*UE)5ZS$DC4\.XIN-A 6@M-Q*,@= M4'U+)CCT0"3T_QEBCTXH<:$? >43VE(T"B=L"\RD1#WA.@@5V2"DS?OP!(4DP MG2\8%\A/"4]P,%:5#;A08@T4=89[YF"A^K@L&>AVI:D3*0]OF)3@T3/:EU>7AZ]R*Z:78/.CJ?*- ^7/9NL$^H*% MVKP>7%XW_-743=E3T<."WW!E7^83;N:%$"V!M. M0?{ C!2G#D'B7+3:GX%$=E#_;G?8D0=@I"1U]K&B1/VH\>%%PJ3W%>WS GG MQ!>HPPD6Q$7/5,R0F!'T"^/?Z1-&CQX6$\;GS>9')=9ABR6GTYE)\M\Z9S,KG K0^G8^?]V4_3J^/3R]89 M'I\TS\;N1?,] (>^;E\=G;O/BP_FIZUYB*^NA0%^"]\"9D3E&T#0_N'H)KALS M(1971T?/S_OGD_?,3X\.CD^;AW]_79EXF)-W#IL?R18? GY\>:.P$)1PL44#\0V'=6"ES!FV*Y($$K M6PCN'\G[4M%Q\[C5/&FE1,V2))\WCT^9I*UE)5ZS$DC4\.XIN-A 6@M-Q*,@= M4'U+)CCT0"3T_QEBCTXH<:$? >43VE(T"B=L"\RD1#WA.@@5V2"DS?OP!(4DP MG2\8%\A/"4]P,%:5#;A08@T4=89[YF"A^K@L&>AVI:D3*0]OF)3@T3/:EU>7AZ]R*Z:78/.CJ?*- ^7/9NL$^H*% MVKP>7%XW_-743=E3T<."WW!E7^83;N:%$"V!M. M0?{ C!2G#D'B7+3:GX%$=E#_;G?8D0=@I"1U]K&B1/VH\>%%PJ3W%>WS-KZ.[YD7CKQ]_^.'G_V@V_WXSN$

MW3(#PC,I@O%0HE>@:#H@.%))6:NF#=1LMB80@]A:N%O#>PF-8X MCA.],Z"CLMJI!,4YI.$:#2YJ#]@BSP6CT+EY>OQN.'WRPIHRY3:?K(5(NE@7 M@XB!<\|%L)P-*!2DZIGB$*S(KH24@O;=+8$^N6&=\RON2)',&LL48% M-)ZZE1V]\$#1 D:?E?:V=>KZ(7VW7T>K4P9L*8!V;M8BUS$P/ A2+QF$1T[& MOTCP,M(7:[(E^Q\L;YUT.GMS&_S+7(UTD@5,$I(LY,,XG2!PH4$G6SSFY(3: MX;YV'W9VUY+L#;=NX\EMF#&=?,;L_/O;41C/:1G6M? *Y&D_R)0=%AA"2DH " M*895**$.AV"%A+H(09%+\U3IW7CZ9+X;2+_9U#4J-!;]\=Y\L5 ,A;S2ES03Z8CBF$;ZB(#&_'_# M^,,PCO!L5)5DV;)40N @.*,P49"5]8Z \>2*%X7EX%M[H__M&27>D,X)-21ZA6&&[^I$OBE_SLY@#614FDD9JK=5]@W2X#E9HZ19U)'9X&)K MC7\OH/[ME&Y%B':3WZZTXBQ?/2P?S,M=_6>36;5!KR?CM'1-D&MN&?DBFIQP M1G=A684,JG#(T&3*YUF-'_OVEZ!HYY7*(8!FZ.FG$8&&EAC(MP#3/A48O;&MK<1N0543O#D?TVT]V)[E+QZ*U+!2PG/Q6A2I#'0<(8ZV3RA:K M6^>S[\Q=;C629V]6[/W6CZE$)HD7: MS'T7;O)%V;0RKJ 6X%2JQQ^2 <=2 3)_ALF,3)<.BUT:G0-=G@1ZG&[!78T#+_ML5'PF ELBRT&1%C,.A',U-HP*7*S#)S\R6:>45ZVC]%5P]=3% M;D&5YF*Y1IB_/[D^9Z_H^\;M:]Y_H*]_'+._^\/[-BS=OC]\=?7A)O[V*:)L^ M-G<\O\.&-JN.J%%GFPME<7Z*G14A;M"#*=S&9OIY,R MK,&5\Y)\'HCD"!%- &4)59B!JGB;)8D1L7CO[X_7;:\$O.#[%%R3%VUR_XV]I M=%H[1-;R!/HOU].&T7J6&:EKZU'7'9M:D<(-B)R4+YE)5*TW13: V2=+NBE? M;NK*;J75,+J;S=<4<[@#%BD<,3K20(T I:V'(#6G(2OK9:J0,/ L+1. *9B:94T0JZW)B::<:YYT:AW^W %E3976+8\W M%_YU)K>8^&: <_C&FI98=CD]}I9Y[-9/Q[*F6R10O0./L^!MI8IK^X3A,O[^D M25OL3U;]/%F$/"_'?A+$V2URSX++#LE$FB4K%;A2&-C(C2PA)RL[2[ZW4]B7+2DB M1NDSA^ U.?^%9XC16K ,HPL^"1K>KKSPGF1M-I3WC0!LPUEN3^"+>)+S4]RP M!M!B=7;R /> CJQZN<-X&QW1K83^0D-RS3]E;YMM- ^4'88JDM2ED[$*I$ Y+2 M@C=D([SB@4F3N5#Y4&UQ&R/!#29411&!;&VD46NL0M;@K?4I0JEF6:S]}1W*0(Z+T#^BLA,49"<9J1HL)H2^O# M)'>"Z9/CVE=*M9'D#HA5I""+IA&*C)[,G-;@ HN0 D8>G;6,F?T0:Q-[=R:Y M\\==?L\@VI"<=!$\F6Z*'22#(%(!J8+*BH)A7MIG(>Z$TZ],1!-RW P$VPBC M;0'ZW6/5RN3,#0==2O70E(;8F("P$Q6W!9.\A1!>>R8[%Y.]K[\/1IU!(K)=)(&NVV M+L-P/*O^L[>C,F5(""GP]FG"O%-J6? W!C%Y+I(WX&6P9ZV(ZB$+D$)HSIT0 MF%N3Y$%0?2K.[(8I;>6R[ZJ[9V_^>/ON^'?ZS,M_'K]Z\[ZCXKN;K]E1#=X# MXVM5BG=/[]_:)>+%;/+U=\P? L9*G_O"HD,_R#M,HS&;#,CR[=?!HO-@'5CGI MR+P&&R(#E:(#EWP!:T2RR47NL7G2K"'^)M[3.EANP*C8ZD0F55*),H.LM2%'M$A)<5> 44]'4HC+1M,X<-0/?*[]];_2^U8_;.3?:!@;KP#]+*=PYB&RPQ)(" M>):QIHYB[2:.4-LV<&:Y<;YU15/C(?0I]#ADR4ZXOFR'_W8R70"=SZ?# M>#JOQRD_3-Z&LZXZO)Y4H'C=.E^W8+6"*.N.AI6%<2]*X;V=VRTA=SEC=U\0 M>93_W^2E9X)QR8 HJ*6+&GR)).\B/(3,&?'4!U M5$!G7-B?G;M/DY] &77=N]:^U@VCIU@M&^"8T.1$YINWKE;KSAWNKX7;)Z,[MY43#4MD;X"^66:YUH-H@9&$+J,PIY%>:EIDR$NLQ.XVM27H/G+;EHMIXF;1E MD(OB)'6&$)7@($4N0FMR;43KLYWWE(ONUR:TXL"-7;R-9[PW#IO,C//"$80N MM0UBJ<5'C_*L')Q-A6%QS:L06CIL^U7- 71%KEU+=>R[SZ/WO+UZ]^5=7.!KE+,N-T&1WWTXG7X;TM*??_YS5;N@7)2I';3[\>L65'@QU&FJ1 M7HF.UH(3LIZF-Q"+I1!? B1B3D#)=KT2[LX7.&]_MD_GKB#-7.^MT)9*65[-\M&SXYC?-R.EIVA1K84 I+"D&7M+@[@)0U)@%(^M/:S&-L?]'0:7CZ M9.,Z9D]S\31]TW63SW? TDQ^D8 7SS-;2W\L7D=$1?!2X@>Q3>L1)%3ALKE#M> MNN;6?N='E?:A7UK(HV4M]75X\[5Z&.#249E2.S9; EF*.:=] 6V%-7\IT5]A MK FQ5S4!N]%!70JQD5JZ:E07]UE,QHGF9F#(!]_$2QR%-"DFMP2)'A8J(&5B?,CF?(CM4, M'Z=P+V8./K"HG2_!FM;5W[%D/,!B- MX!V-6:IDK?,LQ- 2^5G%E>&O>/G/0_DW7TFM&K^?X>8IIN)@R^OL(SW/[1RYR1^G]/-_$UD0FQ7TZ64D:E",%?KP@N'J[7Q!,"NRTK+YG0/K;Z'^)$GD[270H19Y M.\7/89B?8\'I%//X>81EY_CS*^]<8X)9ID!KK6J;9PT4"A;0A)&GK#4Y_9VK MEE60KD2KG?56V)O";2[49@2LEQ2<.6N7/+4WY?EP=J8B"2.!/QF>GLQ^'(!: MW)&8I"X!=$X,E(P%/(H +FKN@F8Y^=:.^TF9(5R+@SY*]WJ%0&P9Z9VOBKLYA MM6=PK U';3V9KEC2X#,3-_]HHXQ80O- \TP.05J+43Y:M;BFEKN^_OA)S2[=[MD%Z"R#R \EF"-\I0@)!MBIR4K&]>=O$5)OAB.PSC1 ML"NXJBDOM.,.DR.83";:+;&P=O?(0ZNB]HX5C- ,FHUE>IKXIM)4+]9-GP3N36 MH6>_;#%P?MW=Y2(5BSZ3T25[FU1-L5H!7H0"(3GNF5*"\^Y3!7?C6XE=N[J@ M?6].?"/Y[2 #]0X3#K\L4AO:%B4E6O"AMHZKR)PK' P*JQ:-3V3KH*KX%[) M4>XG<\N;"VQWRNH\1.7&1<<4;5*K;Z:UVNE9QWV#M':"%- $@58[5NNDN$02Z#0A#2PDK[8C*T3#TUZYXA=MHW? M!<':BJKE_LUMHS]+]%T=?> F,,-(_Q9=6SA*PE>MNTXB1)Z,=,U[=*^.;NM: M]_!]D3[\,#E*_WTZG"*]DQ@P__YV%,@"C?,Q_71Q$=3)ZL3*:$+ "'F16_5A2VY M;2Z8<"4('R#SJ.L]8P*"$A'(;Z80S!4GFK>.7Q-BKWJ-]YAE74BQ4:GSC87P M]'0V',,L>BYG3O#&2=K?,/X &*"*/A#*%FQ:""KM>5E0 Q%>&,-Y\)MV(1 M]:OX13&:V(M!L9M3S]=4'R^+\O/7&8@_X: 0$^%D8C69ORMV=.F@5\!+M,Z"C([>8Q0#!" =:*Z\\4X$\GM:ZK 7P SC+T5S![5$@S2WLQ:*Z&^#"U?8Z M69-X@>1S(%<[,7*UR:6W&)+RPLALFQ]>7 _BFN=&#EHQ]D**G:C%BNF^Q;! M:8*5/J(&9WV14D_3C+#:-%4$9 R9\]ET]_%7P7@ AU"Z5';-Q=B=7GLYGH?Q MQR&A/$^*,L9%,8&#]K7QN[4)0A0""E>9]##JHIJSZR%0AW 4I7/=M96DND[O M7&PS7QJ[=8XY)13PQ!@H[QCAPTSQ,9.*> ^F5;5T7L#JZ5@OI^@[[0&IMF+,2 MF'.\7N==>\YX14**&(5WVF)7GL!U+(>0NMF6.'/&8- J0H192A9);WJJ>'5WG@ MK2U;T:(S0;1-L+PI+\<03\;#^???)Z,<0_IKP"+3%(]G8,55_Z @#3=$D%G2 MGX;&*Q[NS? 306PXA7=*8"VUFO!OW_S9N#H2U#*UTP(3!6]>%1,NLB99:U9L. M70NNG)D.I5K)UKLY6QV2E-!$3#A M.IF,%XME4#?"C*98R#BGZLW0B=9%]N"K74W,,\36S5 ?!'4 :8HNM=CV@F]\ MS42D?H>?3Z?I$[%ZD1V>4%0]K2W)9A5D_69>(^#7DSG- 0]22D0^/P&P@?2L2 M(64N):(@31QXF)EQWDC!(>0E^C$>^I24EWLDO_ >I7KA267%=>0/<\U*"1< MO :%VJO,- 9"VMW&^!VHUNR3<="LZDA6# <]2S]5_VO!QYERSUD^ZH@LD0;^0(D?B M44^JR_;#YZ>VX]_:WK>5IG,3/0NHP1MW.+0.Z_5YQ041"6R*LZKTOS2\0T[ME^_W5MW#I^>VXN_X]H(783C]9QB=XA\T-Z?316^K1;>K,,X76^QE,IW1E-;- MJ4NW.IV=A*WYD=G\SS'-[>*8];7"><7K$Q>/C]_?#C^/%A3GU+N- E_X=G-/+)L()"+C,4J&UO?H[DJMCYXV+OCT8TF %U(L&E4?7-&+E9\;5$P MFE2=,BB!!')W$5;;QT(6.![0V;)!<6+]'\,ZD6&CA/*& M$W*4TNG)Z6* Y3^G9(A^V*8?E\4N[H9TWAA%+KN-(53GG4;$'7GP4FC%G+-E MY?MLND7:R2RN.$E%R'K", /+GC0+Z1F(FM,7HTHFMY)"0)2L64# (`RI]JBK(!XW+6Q3+!FE]YO!*PP[=!&W-K M-;]Q&T'NRJ9:T+<7MUGSQ\?7U49)C(M9;CVH-N_(F@>,V OE=+*%L="G<]4'1=9@:!%X8S MSP&MK@W!!,67FN)+D%575FN>?>O44]/,P"YW=]OR:?,,P#HRZI:76M'Y(XVB MK&4!!%6>G#\1P4LR0!,Y6-M\B"*V=*(,Q]_OGE" [EMB>*%;W.2[%%]+G8I%" M&J=UC2\26;3 P3-3HEI'>#W++[JB:+.1E)/2@J ; X$B%] Q^&P]11#-#SW\-/G% M7I"R> [`OG;%7;9LO7E$,+>O]3A1@8XVM:[LQXU2L6*BR+XPMK_NRT%0=G.Y M]W63]N[(G$=OF3; G:N5#4+2B)R!PDTVR>,:MW%? F[3W4'>WT0=%W$ERJ<&F M5-M7DBOK%$V75YBMX]E$7?H2??0[0=X!*UO&+.L(NF7#OC<^QZZF7OJ!K8GDJ[D2>V#$7T-I:Y78;&24"K @M7 MUYXV-FG@ 8U1*2F?MXP2.IXW/427JZ\4WYP0^Z7X0"1K>; <,BL&E,@(,9L" MCAE+CBFR[&*WW.W#:<5#)N5: (NS8NW\.1K5CSOM/B//=6DR7ASC/+\>)%8Z M&>0USK%6/:1G(SCB12YY^IKRSM+ (6]VI:]K9U7M075+$EQ7N(0)GHH[,6:M]H4%)&F@[E*2Y)*9OLBG:M+SA8 M'V6O;.5^6-5"?GNQB\>S^?"DPGYQ.C^=XF7PQ]]JQU^1FE=-FDUMO]&P$] (&N]#K/6T:MMA+@3$WX3ZC\\"4-: MU=-Z5Q#XQ$8Q)R*%PJ4$*(Y1T0*))-GF'SKO@-8/=AWZ-W7-Q>P'MB MYFNR-Q^^XN@+_C$9SS_-!DX&&TI P'K)EPJ.7!;,-(5"VMIDP_CF9QVW0]R'_M+8_>\7$KL>Z)B@M]3I3"0=)))"QXL%*P%PAPU.!M#/8@=E \Z^63W;Y8KU#[= M3=,,\FTFR#VR[L7D=$I854M8L6PC,;_"HK1!*2"5;GV';#.F:-]3\M^W!N;3$V*A>X&VD%EZZE H[*'*<7<#67L42AH11#,^1IFIR7!}))V2;FZI&(M%4L&MH#1[\MI.J#4;L745I)*)N M_!I/CILIX()+8AX/+1._Y$T:?\PV:2OFY=MISIW:WQ5\,0AZ/A_/L?87YQ M9KG)BK_GR_/\%?*1TR*6\@FU>UJE]\!4\YS)VPIX5(^F#S-CQCMNJS=VCW&I_(6IM-_M-AK&)44T*I!24)'4@]?T!;-1,CA/85;KQ=@+RW?I/3_R5"B3S[%V?.&B=B3@ M"1P]#8Z%DGRTJJC62>^U01ZDQ5N'96M9O*W%V,S;K0/S+)<@65&>XHR"FG2N M4*1]"P\4NUAIF;"9B?OR.=?)!_7./NZ*;VL+ <2]4]SOCWIOHO!4T!2J!*K5; M?DA(86V0'E/D6K=N.;\FQ#YMWO6.:.N*L%$Z^UZ('R9/\6T8YJOIT5SO5I%) MT#S4K@PB,W#12HA%*$/_1YU7/<2]_MO[M_??*8=V(IZ=*ZL;6]6IH'(Y2G_Z M>HI)3(;_4('UG"5#\4I1^]):F]0>[&HKKE?]:RNA[I:"MY?N)%H366& ;)'L M.RL2/).6@FVM-6."N_TX:1N79.UJ^ZX_--Q>L%VW[IFXJWO+E O+DX] MZSQ\EL.;E->3^79)_XU>U*@-SM9C;)48F8P_?L#I23W_/9!9"HH'.4AFB7O) M.0B2,1!1N^:*<+BB;K^Y+[!]6K_TY#LMC\O5Q+V>STUJ=?EX*,4!K6.+>@'.E M@,KHP4LI(!NM;6V@Y7SKNM+[$?6B'Z,D:"L)]0N0).9<>-SAZ;;R7? AZ=72896I&@F@'W8GI=CBAIP M=NF$2W.K<_J['2*0ZD0(0K@/ID93K@1#-1K&AOSG]>OT0*NO[QM_\/4$L#!!0 (/B" 5EQ M5Y2 [W)(0!0 6 8VQO=60M,C R-# V,S\!?9&5F+GAM;.R]V7*;29(F M>M]/D:?.[?'*V)>RKAY32LIJV:A2&DDY-3TWL%@\)'21@!H E:E^^N,!DN(& M@%@B C,LC(E25'XOW#_@AW#U_^]7_\>G?IVPQ><3(?CT5__Q/,_.O0#CMCX M#T/+/X9?PP!NS,"OCR3G O\W_V?/QYZ^3X<=/LQ\$$^KZUZ[_ M=O(7XT)D4B!8ISDHPQTXP0TD45S@5L:D]/_W\2],>JY#%*!C=J 0%7BF,SAK M9,X^T.^Z^8>>>#4?__$O] (X8I_D#+&TWGW_[U3Y!FL\]_^?"WW[I[<^_Q\G9 MG\>3CS*QN2/U[_IIZM?__W:[_\FY[_O?<_SQ_VVZ].AXM^D3Z6__A__O[Z M??]$YP&&H^DLC-+- ^CQ>?;M']Y&HW^_$OZU>GP+]/YOW\]3F$V5]"C2_AA MZ6_4[^#ZUZ#^"'+@ R?_\^S3_Z=_^Y8(AV. M9C_FX?F/5[_S8S@[(\3S3YA]_8Q__=- T>/[Y#*[_]FF"92GZZR574+K"^7_K MI_VX,Z9/!&22+B("_11'E>(-,2[Z]-TQ?_LLR%C"Q=FL(>*'G]T4[_@\#%L* M^,%'-'T [_R XQ_. (DY90[WSN+9S7(,%K'X6ZGS(CV1S'Y;^\]6C2\7 TK-O&:_KZ7Y4PMF G^?X2CCY49Q_82S M<;KS2V=UFQI_^Y=G(>+9_*>#C,/!]XA0HQ>TIG C$(Z"K13#W4SO=;U%-.?/XZ__$C/^;%*I7XQ%\^E=AYY^J74 MFJWJ0XAG.)#%6*7H3 K,TK$FHP2',D&DHRLP%V5RJ?6*YD^^NYH;%CR;7*_K MZFW8:%.OD_%Y!UW.QHU%>:DS6L"??AA/,D(IJ&_FK^N?R&N3S'_]4^SR07>_M_'\FA& I7YYA?3:],OBQ?K$M)RZF\#&$SX/W,[*.Z@<]/PO3Z9OR?C9._WSV M^W Z*-HPSI0!S@2M!GFDU1@$+U-AD4P?'\H*8I0PC7-E73WIDAUX-IM>_^2& M)H^":1)X>=7 ;SXOY*;$6HL&]T[\1$1ZB:\FV(>J9@U5_=,5HB*5Y]EP8$$&4()@^<@#9(U%!2M0I];'M_$,4IZ3J;03;I*V^:;I\H- \=6!..90R!)>YI62Z#XT5"D3R9#1C'9!A3X)R1H')Q$&5P4.IZ M@RTA6!=$G_<>?$*]W46DG5[5MS@9CO/+47Y!1L> 6$5&A"+'PBM!JU0,@A*9 M7 SND(M(1\BJ37E]'=]Y[EI>'MQ/M2O:+(53P)9G7615YP+"8MQ.@,:BZ"T M2$!+I3^XD8E6;9-=$.7;9EN^]^03TO).0GVH:+F+HE^.9L/9UY^'9_C+Q?S\ ME\ZCBI&#B87,B8P.@I<.4@[H)7]GRBK'Z7$%WW_B"2AV)R$^5*C:7;'O\.-P M.B.>S7X)YSC047G!7 &=; +%,''+. Y9TAGBD[6Q\ 9*O?O4DU'L#L)\]%R] MNW)?C=)X0AO'?)%S=__Y^&(TFWQ]/LXXR#$RP[0A U[0J9$86056$_<\=TE; MY&3?-]#U2A GH_IVHG[(!+, [SZWU]E6OFP#"^OL*_VGQ@":L6//YDM-I"O_U;G?7^.[.<)SB=7OVG+IU>Q/M2U;Z;KY_3EF\F\'\6^C M@Q?A+HB?[!0F MNP/L[7@Z"V? _=_AY;E5X*9FVA;Q*I359%=83K) AB%2\$IH_]VB*,N??6H: MWUZP"_2]4\"L[C7/)ACF0 IQRPA-*^**D0>!"9R(#!*7/(4:9T]^)PW??MH) MZ'1KX2W0XDYAL9HI>O;VTWAT[>B+G')6QH!A=&30^FPU.FD?4.04D511?KR,#@7!R-S3"HR-'I1+'+PN$8)4 MZ'-_9M-N9O3])YZ 1G<2X@*-[A0 ^S)-;W^_=?S.#X;>"NU4#6@]DJ(TF1 M#+LB()=$AT%6W)]\DSKO/.X$=+F]^!8H/H711YP'W[PW6>10 M@!=-5$K<@G=10#2)A6A0E+A;=&O14T] K3L+HMD'TZOUY.#O[Z6)*RYM.!]QZ(8HUD"-C-5O0@$L%P1<9$27G MJK0(8-QYZ.FH=GM1+D@!:1"B>GF.DX]T>/QM.OYM]NGY^/QS&'T=*%H)X\& M+)(6JB19B"QG8-5;P^AU7IE^N;Z*%$[9%2]NV@7]ZRG*-45!3_AV=DU"%E8 MU%6H6C",N0.U9D5'RW.2#9YZ,@K<6Y_*] [A2WNK(`Y]F^\]SA MI]Y_"!*=O+F:U<+KZ>X.2O'=22I!1RUH>A:!"MS<'S5 (]8ZMSY]C3+^_C^1MAA5'.=,@^69MI@B:^Z^HF^CY@') MQ_.EA4U] [[$GH-C=Q;E P3L%OZZ7^?-P6J/E\[S@G^EGTX&1$I.-%H)3"">]U M%?A0.&B7B8+&VXRF20;N@T>?@*+;B'6!LG>*A=U%]1\]8)I>8E%:UP(K@^!JI M2=$!F7\67(E">9%UM&WRZ>\]^.04O9U(%ZAYI^#752CF!M)UHC^2Q<]028B! MT4;#9(W#B@""!-BFC\;GI>]N034'03H2[0]%7 ZU]_O" <:0OS/'1J0O/GE MQ"_/'_Y_M]?OOSP_BZD=;N3//ZQ;5J7 M; A_Q[XF#TJ;;^B2-!BHBKKL*^ZWXF+12\=B>3302]GQX6ZR!ZLIU, M-E+7X\TLMI'UGC]O5YH:& :$YD,7DF9*K*BZ/6?M;=)$YD,]1 MK/Q-1+R?3B8Y6$];7 *3;JL6'1B$PC3DP*0FL"+X5=7RI]3)9!/=/-[)9!/! M[]>3B2P\Q\IEZ1.=9D)%<,D+"%ER'5G,6:]*\3 Y-E3B9M5+V-8#N\U<^F4YQ- MG\5:.9IF@^2#-#QR0.X(32#B12L\& (-.6&*DZWMN+L([]_BQF;^#@+!+M\"9? MHKF*/GP#50QWJ980164<<8X5HIO+8"P&88V-1;=N2[00R/Z5O8MV%BIZ%[\'V M.*3#]-.S4:[_>?E?%\,OX8S 39_-GH?)Y.MP]/%_AL,+'!B7M"R:07;H:=ET MLOA,NP]3R5DA6 INU97:5IOY.L .Q8>=E'A_BV^N@1Z[_I*

*ZL_CR7M"_M>)5W.\3I"XRSF^^NT_*8EZ@\U_2>D!&KR 2!H&T!(0-G06=E16OK?D.(IT"=_MGEIIV'GG&]R4:I>!Z3M,2#PGW+_@[!NV6%P0VD- AE>!,2G"Q%B07XXVS-BB[_M*DMV*\+LP',2]&@E[X;-->6X,V]%\@?\8SCX]OYC.QNO!] MGM:MZMJ])%%DRXTU7MM5!>';N1'PCH%9K26?L-F/] <0WR&M6KL;"X&< @EVEW##-D#7H-Y.\',8YI>_ M?\;1%,DN>C/[=,7-;\=8]DG;R#.D,&_X:SAX0PZU4(YV.IMUX:V-BS5@G0(E M6DN_87>@A8L>6!.2]3Z*

ZL_CR7M"_M>)5W.\3I"XRSF^^NT_*8EZ@\U_2>D!&KR 2!H&T!(0-G06=E16OK?D.(IT"=_MGEIIV'GG&]R4:I>!Z3M,2#PGW+_@[!NV6%P0VD- AE>!,2G"Q%B07XXVS-BB[_M*DMV*\+LP',2]&@E[X;-->6X,V]%\@?\8SCX]OYC.QNO!] MGM:MZMJ])%%DRXTU7MM5!>';N1'PCH%9K26?L-F/] <0WR&M6KL;"X&< @EVEW##-D#7H-Y.\',8YI>_ M?\;1%,DN>C/[=,7-;\=8]DG;R#.D,&_X:SAX0PZU4(YV.IMUX:V-BS5@G0(E M6DN_87>@A8L>6!.2]3Z*

*+878:B0#'W.$PI-+@07C9.CIF)Z"TK>7:,,F0#<, M"_&R>SKV[- RQOEZA)|KL$6.ID&A@X@83@#]YP!5?,3'=, M0-N]^,OQ?-?1B&:"[N H &T\SK|-S\X&5A0F>!{06$UK,G0.Q<@4,, ^#BZYH MI59EZ6^C\.MG?]?*W4J ':S\GZO0\/7P"^97HUD8?1R2$W*YSDHS7X35D7/(MN=0."8C@!>U:F'U6@2>VN@W0-NI=C>B[5GI#87>PY]_0;A-JN>YK#%-\5T?[MO2F_3B\!#DQ&20>/AY1K9V_#+++A 8N"FGCK")U=69?]NPX25@+YK(K03=0<# M_WGX/)R%L^%_D]MQY84^'T_KJ?/+>)2NC)#(1(X;'41$7B_"(T1!/DG*Z+5F MHI25)1S;Q9L? Q_5=LZ*YX#L8]W==TENXDC"TY.2@%&]KDG.N[0H]9*M5G>P@ M2VE]4BS#\EV3H(F .YC]M_S,VZ"*DKK$ -&Q6(L7)/B0+3DYTN:@@G K*ZZW M.A46 ?FN5;ZJ:!OV_[R[/EJ7*<@9@Z(*G46%!PAH(YFG:&S@4F-J/<[}\LG? MM4:W$%[#YI[7*%X/0QR>S> ^7R'V<)(Q\&I_19T^K*SG[^FVIV5BC4$<(=>". M8M&#Z:*$#O?'MW#>#UW9S%)27D$VF&DGX@F< M=C6IB38/(2W',W^"=%'@\MILHOX>R067-U1O@U?ZP7E=1122'29U<;S M63!0BM63B=S6>1M,X8M$W3RNNQ#)00FQDZZ67 ;O(.B&ZI]7855,DPO,=U^! MN;WR4 @#R86Q24BR4.MQ5SL:AQ@12HK1>49FJK\7_%U04;;Y<[![G06=8?P M[\OSSV?CKXCO\(P.R[P H%-HLV=U?%_0M82==D6C(FBO>21\/F/K^,"CH+Y[MHO01?X>H\MWXUC6^Z[Z RRFZ& (#L*!I2\LZ0\1H04NMO7"QH&A];,:T&*/ Q&%#&55^Z3C;3-O-@8C*\=8WR"9\@.PJX0V"9:/D%)[-Z M(U938V\%PK357-6S+.E(Z]0. (2@R>,C42<))PXUO/E%]&9@3]3[;"+^#H;GD M/+MS'V*]3}P.,=;&FXCQ.V@*CL8QX3VP,]DD;E0(2TD M)FE7]9AS\YNS8V*OI&"UV*OH&@]]04? U$3[5OF;B'@_3<%9D"7E.J2]U+0. MC@QBWVD38%;Z3J;03;X:U>X1TG)YU*-;?"UW9AS)5+!U9:Y%%(MAYC:VW3'?YC=I;G,SGQ0X21HQ1D:NO?>TN MH0/9I8&#M46+DE-,S1W9-6 =5:1Q(RTNO\ELHH)NQ_^M$<+/+F:?OI/:E&0@ M##+K6 87>-W#9(+ 3&U+FZ,5F@5D?8:#+(1SBJS82>0=+CH?0'LUG5Y46&2O ML)@L""]K?5FAA=< JZE>;_:&:]6Z[\<2**?+@BU$W26G>L5(<>^**LIQPF9* M#:S301E]+57&8E$7D?MO" >9&]YO+FPK]*77D?NX<'C_@?[\^M?/KQ__/[M#V^>_\]_?_/ZQ1.LBT*.Y M?-A$GX]P615N6C'4'\Q(A&(V@,S-&DO.7F\^,6 GH ME$R[G07>HWG874Q7C%\'5"<+;R&@ QMYNRON?L^P9E+OL$$L >>P!M$TG4B> MWH!*
<\RI<[<(JN.*"2<6;;PQI[,*Z%M^^F+"!L/M>.UV=63HD6T0=;F9##8,8 M!UXFA.2,"(9;2\=8O]CRH6R!!LI9'DO>0K(]!E@OKNF[A<(4XB, 5&X5G1* M Y%6"=8G+;5BMF#SOK*K)T"!=]O,..;?[^4[PJ5T.)*I 4FC+6LPEKP!!.L M)0%HI"JEZWJXQ4A.@0 -9-QGVO!C=7A70%$Z*R(JPCB?K5W'Z*7 ("2!DM%1 MR.0!BB-/AQ]]--'A-IJP3&KSL1=X^=]7HX_A4D>9!U-*8G< M71,1C*F1UM/.9^BJS$V2'#;1Q%[290?H332:C*,0:\L).B"\7IL$ M.4A#+XL5M/MU3Y.];4;L*/4.)LH4#6M+>%O:C8H$((XGB3(C,IFDK5H7BX..'I&HF\P\\7 MD_2)9+/@W1A(O] Z<@;9W!"L31("TK$K&4?!HHE"=ZD%68GJ"="HG58:=B.Y MG$LSQ_!315:]0G()PZ7L)V'T<>Y&_/3UYE?>AJ_U1\^J5*[I'R9G7Z_?@>FK MT>7*!E(DZZ,FLZ[X6OK&:N-YE\$S>D5T2LJ8>TQ;.BRH#\+39-W1Z+1AY]:K M^4EO7SU_"/IF2=? 2)>G=V9UO+R4/DC3*U@[FQCI)DE0%O(KT]KEH=1'6AON) MI\MG6+4 =,HLW+_&>K6$769KW@SSO4S8J@+]VV0\I2V=.A82DXUD&*CFO=*Y>#G_K3D M*61R?G)NGV>S!= GR;B&NNLP2?CR?:B7AR2"#^'W.L>A2H?@U\UYH34QR%&0 M/X,%)#<1ZNP&\))Y)" (4)R676W+2N$=P&YXG3k;?F%@1?&V0(_.?%]+(#_-6(MPP_C=;'KHA/62#$+0=7 <8+(A8>4D@[;YTR;?9H,Z]^% M!9S9^K9@)=KYR;X K,80? $D9G,T&E"[J!0#)_>#O(WV MA?X+H3P!UNPH_P6\V'G:VBT7X<-X29[R?#N-]SV$=TC+F YG^!XG7X8)+U^# M=YC&'R\5=SDK2$H3@^,<)\- <45"XS%#*LYDYW(MYFG,SSL 3IM,V\MZ@>9W MCMNO,VWF[7@R%_]L-AG&BUDM!?TPOAQ],%!H4RE.D[&(M?-3XN"B2Q!E,=ZA M93JTYLJ.D$^;?? O4YP(^[AS67YF!FUDM_O$M M\UW7SX5NDM&;9 Q)QTCF<*;#P,0Z("8SB&@P&R%\E%U2Z!9D]#9NQ_;^XOP\ M3+Z.R_LA'7UEF,)H]BRE\ <5\ENK;\=FP3E-]4:N"SJ9W&;9F(];-GM"D!=L. MBVK4?.T7_.W6 R?C$7V0YJD*TS>3YY]JW1*KT>W?&([2D*3Y^ENAA8@%/:=7 M/'&A:+?!"%$+5^=895]=F+:^M;NS, ^C=[9WM %RV0>#<".N9 =]FR2TQA7Q6 M+R68$)2WBJ1V-!+;:.X_7+QH5VU+YT>2ULZ6N1GG,R^UFC*[-DHU]W[\V6J MW ?ZB'E5?AU 32=YK4[PMGH6 ;PP&>JVJ3EFJW7KN\.3+NJZL. M!49+(5: UTV UH#8J27*&O .TR"EN6K7ICD0A2S*K!P7@&+>/-HX<);1 M'A^"50X9XZIU1ZV#4>>1ABK'P)O-U-&!,1\P?1J-S\8?OWX#=]T)(%EI2TP0 MBKT, D*,G!:>8R%'-#%N>6.>+ 6S_YA!<]6->\B]1S'T@U/XY70V/\SO/52 M:(]&FYIV*/V\ 7WM19="C0;H((+-LGD;IG5P/3VSIKFV>@R,6(KQUKNT#L9> MW7S7Y*<8RZ:]=M>FSXZJZ=$,;!VLCND2:@>24CC2NV1*S>5&#=,XS1RZ> ME:TSR_=-BD?*#_;.B0TDWJLA2S79Z-<_U.''?PAJY7LV>OF:-YH]+059NMK MTK&*X+5",/-^IEX$QG-C-JS"LW_MY7>[B?WMA)Z_+7>Q[+M3_S\WC>=>3Y MQ61R,Q[.JAA24.IV JD3R@T!C2*#H_/28G:6*? VHB[CQ8[!]$O05=,MVOW.@ M[\CQG QK *72];HW9K;,L9*@!-1DB-,2HT@X'TXOL^#1AW55O^CS3T3'.XNN M0__ 6Q;QK0#&SQ\KPLD_6@=C)KU@#WF$!JJP#+&0OAMA0TE\)'GSTP46=0<*T@ M2N,!C36).^6\;-UY^PBXM;Y!=!S4VD1+/2GU:O3Y8C;=2X!?!Q.-;6 QQ7P#D.JZB1(I=19D3E)$F.&]UZPN?%7">&D&VT<+>+H'FNRCC+-";);#5YJHCHZC# MK6S,14IKLFZ=RK,R43>!?>!NB0VXL"# M'-D]*[!+DO<.;T"&(? F"=588';[UXLQSSH%9'X55R<7F?;J.CWR/I5P\0NYM MHK=.9+3+UZ1R=T59T+D6US#R)+P/$813@44Z\AGKD09Q*)-H?UI,< IN(?(M%O/? QR\^OO%B9AM2+* D%: $D(1*EM \\PB]RX9V=H86HSD M"9&B@2IZ^-S7VFY!D/&1:;?#'M9T37'>_JO68A@1024ZJUW@"M!)15M\3HFW MOE,[? J8^%L@^=]NHM0N+?,GG\>3,,,?QG4QU\F25Q: X5Q$P1T4'LDQ$L6)V1)HS7H H9RS%H#FA5CED'S.)L3J7UL#UI8G507X?\VN?C M\W-RL6C]:\/G;Y,EH.V^OK.9%7TL@IG1Q?G%&0LDDJ^GT;L>*GVJ/"ZPS2KP+129-/DI",N\< MR26H1, (1+CB&7%K'[_)L:2W03D">"*_VK;+F!66:0J^M46Z@,T(HZ^XM(A<$ M7=4J7%20W6<3'! 6>12>TY MV-K 3"$RB)$5D*SH6!)ZT[SX?6UP3X1O?976P1: [7[F(NN733V$ZG Z28UZ2 MY0DI"48.;13@%,O 6,@F">5";.TH;HKQB7&MJPH[I&0]@G=-&\ BO3FVC@\K M.M4[60$1$<%';8/29 J(UFDQ38#_0<[.RNYP-[KM(N[:$9RPER!"[6RKR.NF M/3\6LD &Y[E)SEQU/\$B:3,!M^P>93(QY\6BQY537YI[@4!<\D M%MYO]L0IS%C8@%=;S5C81$'',F-A17TL+[*6FWF(B5MSLR 4RD!;OQZ./,YR(U60$;#("9,*LL0;76[>=+,)QLH;2SD+OD(%Y']-57<8Z]#H9 M/XL1'<:LV5UCCU!@!W%W.#:6H(M))\UYAKK5T?:7&41'&U8RM$\Y9]&JUGD4 M^R3!(^;%OCBPB92[%'2/ON!D-HR764'?ZH,QJQ@\A,(];7S? 8&BAI0<%:[N*N(,E4)'279%\'5RY5UB'JNKD?Y M>YA=??>/X>S32,T-7?-U!E%?X?_Z{&S^.9AK0R;2ZLW?O*"?/BLSG"QU?$WI\,V2?['[X:I?$YUF-B^6O[+/_GQ70V=\EP]J:4DZ20U9(#.60YBCH'G-QJFNG: MT'1Z+[77R;3>A]LQXXEP_%B(T*&._F[$X)MT!RDJ711+D'QM2&$P@_M"0C96 M:V=K35;K 15+H#PQCK50R-+J]<8)^[?E4]^%\:@:TV\GX\\XF7T-HUQ-[,]7 M=-\E?W^K!S5)Y[]]B8VR^Z\?^9;PS)[=>NX-[5C6I5CT(+BNH^0B^<*)G)5, M=,3:^+O8UJ,]'T>UZP;U/GW"?'&&,\K29UU>;I7"T&7K@2<10'G/('#&P93" MH[*2V^9WONMBVU>F?F..W-^;NJCB6/+QERIHZ_?TB? 0*NZT)Q/4N3ITQM"Z M0D(0F&)P17N;]_:"W< ZU)5S'SJ,^ZJEP[7C\M7?Y%^L ['3E?0:\ YS.]U< MM>M29T>]'(A",;JH)7.]" (Y"DZ!9[;^2DDQ'3EXGZ28UZ2 MY0DI"48.:1=^ZSCX$YFZBC MQZ0=3)]&X]/QQZ.?P%UW$F?>L"(0'*^#?ST]<#8F$#E:F[WD'EM%I:"V;_O MUEQU[X?A-)% [ATOPY^.YTYBJ>%^-2 P?)SB]3MOWB2>7!8?HM;_L5^^UC* 3 M2A%3TBA:I\:MPG-ZM&@F_0Y;Q?MQF?U&3NV+.AY\?)NR4GFMHW5@!5K:*)FD M%=.RH]99T=(%NM;3():".3U.M)%[AVO$-Z4,$][?OVPQ.;E[U*N[;%/=@ M0AWL)RH"LIZ!TXB V0A)N-T,*+7R?$HN--C3!^]=+A->HUABI_&9_G5^>?) M^,ME\YLK:*GN1B[?*^E<-T[+X91'L^'J;V9O!A./X^GX>S;2*SHR'=/@%X1E]%DB#D)"#KH MB)#$*VCK5L!/3T]]==7PR;(CPIEGM%'Z-7'0U(4;M_*Q':,:4A*B^$$H@6 M6T]B68WHB&C3YG]HH0(ZQ$=NY6Z\P,\33)?\IJ_/<"[V4;Y*.KK#^P>+&:2@ M0!:DG&6<6:!W9)/"'$=$MG,A9;2N.Q%ZVX4K;"?'.4.HM1[QO]_D=-R 1111(9.)QWCH59Q>-P 1,%W"-7<9O7 H/:^9O&B39Z,^V A M"BG %I1")&)N;+WSW'[^R2E^:.^$N#K^)W?,H%]Y MB$8I4S]=3(DGT^FS1+R97H._(HI.S$7!!3 ;!*A$UFIHHN4!!QI&9:&1]W=1S M%9YV:5(+GC+]Z>NM]RZ3,FK-)A-U<+&N(XRY*N02&@=&&VX]SX]GUBW:-L6X MK]2I9CQ9GC#502G'DCBU8&GS"W@5DO.Z2"BB7L KA>0.&@5.D#2EUEK&UN[[M$BB'3Y#JH?YQ>S5TL&P7P:I?3O Z4+$.P$ZI48^",TQB5!-5KD&/W?5P&,*(M8HNU]? X\&5!,BUK;5L#&Q+PB8]UA:S/X0$1Y) WJ0#S90/S-*ZY_"M,*Z?_B M9'P5=8Q6AFB5@N@+)[N=O#3G'8)4T@2#1IG[Z4Y+RP$??/C^/9[&XA^WDUV' MD-RU#S#@GAG,-3?8I'KMR0)$'@.0"Z=/WLHU!Q&VMS*W%V5.L5 MG7\.P\D\@E.O!)A6U@3%@:M8]|B(-0JR""'#\TS25M?\2G@Q MDA.DP0ZB7AK'W$MXZY]_KT:S,/I8.TY=CC'J4D*XQL,Z!L$V76JK04%U$?AZ M^.7ADV\X:(6115?21; (D57(,?/0*>/+%F%*R%ZUO'=;!U2Y.MN)I5]TRK8PF M\ 0AH (56"1+*S)(}5M!')36OYG M97925 =K:@74&Z"WFC^N [=3A&U#J(>)MW53_?H4:Z:W(Z!;]?C)4-31XUC(MU(P9Q")3DQ7G;9U1RNP>M[']T>R1:-VQLFP3=75IVCQ/9,9\4UGW;OCQT[?4 M5<1@1+8%7)*TIUN.$-6\RR.)QLEVPAZ!=("&-#U5^B IHIT^>I0Y7DQG MXW.=[&]-/P\[?]"9M4S)@^.TENLXF:!. D:,7IO9%1]JB\RG$YG-.F M22L]|"B-GH2,=9G7> (*E)YM8KT(D@LIV/AM;0T3#*YME='EOSXCZ&TR;#3A+O MD#6W[&),HWCA(,D+AS-AH!1B5ZT@=]."09>";DE2M4ZG_$Q3$=E5;:Y#FBJ MAOW2Y%8QTNVB(I*LBY,N.4B>DSAXL."#"<",XR8KC(R%_1%G"7C':A=;K$:D1/BS2;]J#')!;9'U3 M[@, <2*YYS"Z#PCJ36Y//Y:V2$(V+F%$S+5M'WE78^BMTL4G R4D52^(V-4\'T]_X7A)KGFKP658#A6(;Z;K15V@=I5Y\]=F M$:ZK(- (ZR#K%W)>C.DRPO8WVUJ#$#]+?+SDDOZV]4F58K>0[S*C[_ UI7=*#UU4%9 M6T,G)<$;?9PC>X=U MN=??50$,I" ?BS$%R"VA%") 9*H .="'"1>U8C*V(C(3G$/A111O)>88&Q-I!BGQ>Y]Z\V+1?+PQ9C_\&3F^1@!/.& 5//K5.-ID4 MXVD1]ZN&.EP K,3[8CA-=7=]%V:X%B>I=K]D/ @5&4+DDH$JA81C60 C52[6 MUO2+?K@RT?U>1VH<4R&UT^W)T+?$/%8GG&) JHQ"(H5 A. ^02R\)0*;A-S M^_J8A5#:CJ*^&AV)6M0P1UV. (.Y[3B\:ST";J$@F9!-UZY2'!3#V=;G00L>K MYTEO+M5CN4RXNXYY (QL-L4B[<*HZH6[M+K&R1FPE(L/JF2!K8WMAR@,=8&P MLUY7\F1C^7:I#+R-Z%:IRCJX.ET8+,-TF.N"776VD@({"GR?A&!)>\URAC3O MFXDV0A \0O8I"LVY"]CZ/G&_1'CDBF!?/-A$SLVO!B[MK%N&UZ7)=8'5'KL* M;@M=&&%*

(X(0BN|QP#S$6.BA%48I{0U/CQJ<:S|N_WY)&\V,>X|UQYW!>/1Q M5]I%:/7?YOL&X;&>:;3..NE<0N!809M4,3,;"(WO'6D;0&.4SG^=Y9QA^C8 M?*
*4S7E]9KH.J5+[0T8%R!7;6V",4V$'R[I,$C^4&{(D#FTBY@^YOG4X5V-6I5"1#SS(#S1C2F8<(46(ME[2E$XE76(U5OQ#(<*3#;3T<(#UCB+N(""_&)4&+
1">FUQSHP"P0LT=Z.T(.+CNK1>M; MU?UR8XWXP8&HL8GHVX<4$H["9#A^,[K.CF-2HRR:@47R;Q6& EX67_L69*U0 MT>EZ[RQ9'D"X_^&'"1?
L+O5Q.Y$UM!'NPOGPVW4; >8$.LTLB$CVC\HQT*]T M 4]V+ ^;(,A>UH0;_??A);7]D74/Z_X<$E[E@,7 K(\F 8N%@;+UXMNX -9F M1BBS\+YU[MXR+
(<.]?6X"]Q2TIWL_!MWSG"MGB\A"M X,K8!S&LQH)>\N@W)O+_<6N)O3\UW- M->8#I8J4P1O@LG;4):L%8HP*6.5"WT39E: .PV:]-%%IZ#!(T(#?3H8)
M^2#!)1S9MJ!*K.96-N!{)D&8+72S-A^Q F@^D^.FG M\5FN[5'"HX\OPM?I@$7NO).V-M#4Y!,D_1ZYAEZV-H(X G3IZ= M=?
00+H_@>AG4TP7M:'%+=Q\$$2)OL@$H=C:5E<7<#X$0.NL9T7[T'QF\]9@ MGPJQ6NCJ(>0N<]'7CK07X]A&NGMX>TLWLN%@B?/V-^'L[.Z-
4934.:=Y+O4RRP M\E&=BP767V;G8H%H-'/,Y2SZ'B"O>Q8+\% TBZ5 MBIR!\MI"3#J"LT+XI)EEO&\;Z%$4"VRBXW6*!3;1ZA$7"V@"GHKBP*13H%CF
M$&4@5Y-\!JT8>E[ZDN/84@(VTNOCQ0*;R'>?N>'KX'JJQ0(;Z6S=)/%M!+Y7 M0NALR00CZXSS;IW5]#A7&_WRXE$X9[/K>X-P!)?]>^'!!G(^2+$
)P2&A0+D M[M=++U7'%-7>STJ+$+3F\GY?[A,I%MA(,QL7"VPBUBYWB9/AEWDOT)NUOQM. M_SDG.FJAD9%GICTA4ECHN*O+=T((6]N*\-
"ZA_\|/*=C#C22>9>+H6MLUUT_M;F7,KH.MFW&P'->A#(1M=Q@E*CT8JZ&(NK,"8,2CFBP=I:T G% [>Y@@LA\@- MG071M$]$V3<]'C4;#L&.323?
OAGAM[C-]5R[Q(7/-JIZX42;I"%,GG,RF6A_ ME%B2DGG=^L(''WX(Z&5Y,?MQ+:O^D&.43 O!'C49 D962#2BL$X#*5$+HU_ M:O6#NY@
.\NXP_7^DC*9=5 JU2K!C32V7NW8-N+>7_T@QWD1SF0-]>,TM4O(-8 M>R1[WT458A$I^%BK%3:EI#'D!DB-B_(>XAB_P?\KKIYX&?O)-@.A_V;>8>
(5Z,,OV/^,'XUG5[@ M9/KRORZ&LZ_O9Y/A/_&J;L=X$[D6!-%9LFTTUI(=GD!$P\D@\8G9U@[XNM@. MG9SQNDGV9A=--
&_9<',]]*H*.9S1#^:X!BD&SCQJ.GV"K@.4 SA""K&H0ON?.MT>CNS4]=XW;MWD.^;TVWE&#SZ])G^3\OIK-YUON'\;A;=Q/&.97(X(XG-W.
M_J$=\3UX3LJX7E'\;WBX]#R<[7D6<&]T]DB+(N6P1F3)8L1R23>4U&M$=W-M'E0ZL,26YOOLJ0)%[V]@!&5\4LF E%[1^1,Y^$B'D$#R
MQ05*)OH>)T*.ME$VD>L05*-85KY0E.]_6R9LN(H0L"AB9BA(LL^#[DN/8@EX;Z?7Q"I1-Y+O/ M@H-U<#W5"I2-=+9NY<$V
M\G(0B,190&;"HUU,,\N&]NQ2!X59.SSO?M0'-\ M%2A=>+")G/=:@:*O(CU6W*-4C+D&5G/F@^T/O)TTUV,_YUE
MW'*29$E6U3JHGFJZZ48:6R_5\MW507Y%%91V<>[7EDZY")8WVH Q60!XS,XM,:5[&1 MEM9*-]U$Q'M-
>W$9,;&9@Q$$1PF1")/24+0)'K%XV[SGY'>1|K*+"=!&VAW* M3A;=^*Z!Z.FFO6RDKC4R'[:0}7[27C(&'^I>QY@1H$++PX",G>$5JVNR0\="Z
M\\31I[TT5OXF(MY/VHLID@X>;PE1IBTNV@J&9_)-?6 EB"B-;G[L'V7:RT:Z M>3SM91/!-
D]B>/E[^E1OV%Y^N8Y@B2(2%X(##UJ#8K7GGA>,V,RU#O3#8.Y=_M;"V-Y3SX\._]R&XALX;E(PO@7$_56 /0XG-Z/64>X@!N(OSEBMQ!(;;R2?LL.!LI
M8MQ)BETZ-"V90B,#NL18!*L#&0B>>0@1)BC2%J.UH,.^;_A8YSWTRZ98DM) M=V? R@DSR@4E%18(&&GYO'"*M02(D2T-['36*UN5@W^.\GW8L.;;-
'B6@*^;/ M%,]#-H6!),< 5"()A$3'(?=26"DXV:6MB?)=S/O9A1FMV-VEK=NZXT)<$3;1
MT08LU1GK&C,X!IQ727]>YBIG$XOHV_OTN1K>TVT!:Z;)#0/8>T#"92*W)LI=G MHI JZ&PS6"\\2:!P,KS0@1!1RXB.:=5CC/0R/"=)C>TEW]%
/Q%ULI_#S59Y[MOCT8D3-5BA'@W+PH.TKPW I"[)$+(X/MG-"[$-8IH8"90X>L\B_Y- MN7\ NNALIN6!335E30H%P9,D@M)9.Z=I-NLZV)X(;I;1
MQ$/&N%T9\S<2T/3U>%JK[T8O?Y^1\7OQG'ZJ"-^4^;8HI"X6O03+;RB'MDAP
M66I(H02RJ1,Y8ZW3BAX%=1H<;2O[A^3PK0.IP\G_#F<7.'"5EH[<*EU0@RID M4KLZTEM9$8.E'5#EOA[O-
RBG0806HMW']T.VX[,M2,-6^W;="LV05QXAU MG:Z6_DLZK8+@"7CDR>K,>?M^UAL!/ V"]-/) @9M'22]O 5<'I:[$X9Y4RX[MA#P?
GW\>C^@W_S:A,V)+@0+@0)*\-5G)H19H99&."A"G/)4%N=Q@E M?#Z>S@982C'&(90D201!U4Q_PXC&P3A>-!>Q=?NGQU&=!D,;2W\!0?H-/;_Q
MPND4'8[Y@!LNN T6C"&0RE6/VPD-A6G4GB./?F^3I^^#.PVZ]-'% M9L'71] MY-B\;51T&=[L,/[P":]
[87U;PX#Q3&>DX&!"K$WM6007HP$4R1@6!)EF;E<3 M9CTHWS=OI]^-!5S;[VARO;_1Y(\\JG-CJ*,938XFR S2%O.T8';AB2BT. ME,A"(6KVW?
9?]VP,E9E*W 4#Q296$Z<%-G.G!!Z]0UM]XRK1@R;=C:I;%' M/II\(\D_,I\$['MJU;G)*HR0TN]:Z,,6:=]ERWO@PY
M[EZ1&VEIK5Z1FXBXP\%_9Y"OB)F54.8]3^O("'4@2&)YLHD..>92D:UOAXYU M-/DN!_W6,NU07'IOKN\Z:)[*:/*--+-
Z;/4V8NW1E^+>P'2KH^7)0+1,@A*! M.%P2! 1&;JE3C??;^G\72MYD-'E#'6\BS4[&V;6O&+5)B'3]!.FN1K0R9P$= M8\IGFY-KK=K(]FC=2U^-
M>K>1]7YZ-$>-DMDG(3%X)8;@(MV-JR^_Y&D^^2O=E%$\V[>B\]?K.TCBUG1BE.<#ZEAG(P@02]"'5 79.&)WZNN
M_IY'DV^CZ982;'Y=VF'.=8ZT(JRE,3DKH&VN]GY0"F3T&\3+TM^/SC_)T>3; M4^G .EN:[[./"I1?\%ZOO"LYC\L0?U]S[9:(F=:T!$D8+3;@19SN=&Q4(D
M%0H8\ZQ@H7VK].WR][IG[8ED0?@B+!GM=>Y&T0)"-<*8\DP769R,[5.$CJ[V M9!,=KU-[LHE4C[CVQ+N0$ZV>=D,RNA0&#]&S!$F)1,LQ:%E? M>
[*)?/=9:K .KJ=:>[*1SM:M.=A&X/LD:#2Q(%H-N<;XEG*/MLM2& -=%+ M&7S?(K3C]SWIPH--Y+S7VA-S%;,I7H>M0&?; 'E%%GL/$C@) QT07NQ=M7\
M&H\[M*>RK6;6KCW91JS[2C0M:((P*M5 'Q&<,83@Z-33+-+]C56:,JR3K1.#ZD$7AMB9_#<,TA1L*P8RB!:]VT[
M[D33C;2T5J+1)B+N4G2Z;@*'D9HS$\!G7WOJNSH'C&Q=%YVW.D:]H$/2$YEY MTBY;M(/$.[#AUU$X'Q-%__MNB[B7OW^FW1(')0A)_/>02^UCC-
D23]XA8!$Q MIT"V;^M[T-6(3H,1#:?>R2KXUO389/1 M0?3U;?>6S$S&2_OW;H]73$%E[ZS4(#1F4'7(NT\]FU^(LE[@6-MYO%GV*5TR; MZ'B=*Z9-
I'HL5TP+O2EIG!6%9>!1T$*8*F14JP ,D=F0C%"Q=3G;L<>9-M+M M.G&F362\O]#",JB>;IQI(XVM%V/81MS[(X,*(H40$J11&]T@(9-*90VZZ)B"
M,ZA*ZS+'8X\S=>#_)E++>6YR)\QBE"60C%E]J6,5 5%[6IN.*AV*EB.TSK(\Y MSK21EM=:.VTBXNYQILO[4Q^X3M9#T87(73B'Z/2\MYO'_[^]+VMNXUC2?
9__M4C.U+R\W@O*13CBN+2DDV8Y[7QA9FX@Y%, #@+(YOWZRL(@@"9+=0%4#!/WB
M($$9_55^V56Y528'4^Y]O:K:DGT._3WEVZ1]V6.E#AUPO=K:DCZ<=:XMV4'@ M0]:6" !JE.3$4BO1,4]!@&&*Y*@HOA*F5 *_;$78H;:DA1[TD?
!:DLB%3[) M6,J_HR'2:TN<#8D(": 2]4[GYR-++[&V!!K; .+0&U(D)[BO?!E;^V3*/5:8#C3_D'_'V,F(* MG=DHO4O2H3W+(--X"S\2*ON.&Q7WM+/)V)*>A
16D?-"\XJ?T?7+YO>CL M-,71_!V$T>5H?E,]N?C,<]IE&/LLL'&:,I$;;E/X_"XT$Z3@!8)IH+[5B. MR=':I7P#IAF==<$"DAI28-.DP?
<[A*06#KW:QI%B/GTTXQ]..Z29NPCU:-. M,VIM;,"K6L%M,QC#\1#E@2R1AN)TR!D[0Y.QYYFI,5MES1C'QD/V"]W ZK7-MFF;LQ5C'GKD[B'LX93
F1K2H..I\V20I6D?6V$22Y$8!![2/6K3I.^8T8P,= MZ"/E%MSC_%SG_+]A-L@[G#7LEZFSD7TL<0_O"WW-'(Z5^"H)"$'SS/-GMK: Y,>HCB5 MLWY/^3;
(+M[SI5;AU Z86O5HW(+G,*2\OEP]2?T>@FY13+(-6Q+ +$N)&*G* M%8H0$!MPXCPUP4-27M7,)@Y'_C.G^Q#<[Y%O \X?B;:LSR'!ML
&^FH_@U_3*!\0J/$31(8S+A M,@*J8#8$RN@7'E(P.6C#JJ>-W1=P E3O)=;FY6.+H\SSH .$3/!(0Y\%/.XU MU&J2/(^9&MQR=-OX[BF9]'O*]R'C>P[\>
!SS2@='_%6M.9GT_GYIY(O7T[Q"R); MB(PHEQU:,<(3+R@CD1G\($7.=2=[#K]U@U_\[9;;.P\Z2?Z[M)[2.',@\U^ M@/@Q./=Y&'W.["YDUG\GS^:]Q#^??
KVD%S%S?<^',L95\E0DC1;S&A0Q"D=-MB4T\TZ\%-*I3R;M5Y34M^MQ*R R294CV@ 1RF2F;KW<1R'[,BUID2 M>A>6E/G$)$=*+5=!':@=C+Z/X:7;-
E5D^Y#KO0?$;>)9!]\Z(&H4I7B(YC#Q MB?U8>H+R/43<^$7 ,2I>9&UU)F#Q!<%3PA/(%N&%R(W1I4.P[<+:H4A_)A;1 MG/,>DFW
],N$WP.7[Z[`ZPO/WF90@##KAE!+'_M9"8A&)=83MJ'VOM\!UC#1RGV96_25O0-TH^?4[B>1OCA>Y].1U\OYC_J_PO$
MSY,\7>=2M"QKYP2D,"@&FXBE'(@*WB=KDL./*VM(1V@O7DM:4%#]\O/FFG\T MFEOLEI("$S1:PI0L"]P-
VJQH%&FJA*!@@XSWG+1'K[X^^I"7;@36E.%#:G4# M:M==7#H VVX2]B/Y$#9?55*>)WH/B0[$-_4]T"]Q:WLN LD=27 ()UQ&3!
MA4]..*\^/E>I'++W#,-U'D,,P_&'\(T0K@1]6+3S_IA)G>39]-\\D_RAB7$<0WD^ET\FA8!? MCD)_EV".3LC/XS!-,$N_C+Z-YN=!>>6B420YAL?AM?
S\K8X:4*XY:(.(N W]7T$1TI_ F^%]=(@;7H]2:& MF"5U)>T8!:%"&F:B085H6=72"^S+5]UAN6I>%OL&9J/99RM\!^*\>;AR\Y3
M4C%S7NY]N$@D4YDX;2()(N);8K.UO&V-W./83D.%FC#1O*QVW2UF$1V;ESGH M&[K-]/:9X>']BA,G'@#,T[R7/OB1'=TIZ@UU=BH6,FU/'WO32F: M?
$]C&,]7Z#[DW\8%]G04YF7'G%V/9=QA=%]W_8;G-ODP^3D?C,+]"RP_7 M\]DH=^7$_&! N'6LZRXPQ=%=S20VJ-]V=IWE)Q6 M3,L_M;Y/Z0IN%G72(;3+-
%VT2L-%CR;QW'.MI$9\3K RS]=L2)7]GTA@'S MD:?]5/"\A^N1M62^*.Q^LIMR8JI-QE_GD_"OI[#M,#]GO8:,O3D%U9I--8= M>*LY)E](2F@B>
GHL!3+5+),?&3 &4L>6/6^_=N]W' M#1^N5D\99FQ4BIS$-:0H'.9S!P5L0'5-GK'0/J0DJP]!/$).$-U M%]N?
[P>)\VDHR/I8>8PM[;;'M;8AJ>1K/KKJ/XI2HWD6PU2M -ARL MWR?S4DY8B@MG[Z\+M_Y]S)MX=UD^A;"Q><+=,W.HZ2!6Z4(C;&,.O.:N!+Y MH!
(B8Y"5CEU#"7V??5CR[_,..!I#VH]M N5#"QH^?TBQ-OZ>8)]-WUXNQ &72AK"6@FT:.R*;E29)-J]SPZV]!$'[[!'"7ZR/A8@A);V_M&*V-F MY0R5*!:9G,-
]V0G!OQ'I$R-1N6F@EC'/6&.*0]6)N-K%Q;> 7!J1_[NTFU0"KCPA-] MJ5F0@!A\G8LSJ ADJ4CDFF:9(^_>+5Z^XQI=.1J
MVX?:!NKZ]M0S5Y>0FI<6)\N&J+&A]M=PYR8MH?"SCZTD+H]K?/(KTH]AR >PW\&56%IZF>]5D*EMY^O;S2GT?
_HKUJ1!"&N]1:UUWD>*FBX)5^52 M%%U4D4=&0)2N/%Y0![7++#[; >,7*5(NG7+:_Q0EA#PE$^E"8L4EE@; M*$D2W:7L/:.N=IWCYO-/S57<6;8-
K@#=T^(N:!KY>,?@G>W.S",4[R'6!H? M/53!,P,A,1)H1!T6&FT>/*7*=) H =79R=K9T"-P95IQW$>:U6M2WO[!>C2_ M^7E4\X5 M;UIN1[2AZ5UPO=;!-
[TXZSKP9!>:#SGX1B45 9PE1MFXQ.<$XR09]$N"TJK^ M^)-C'WS31_ZR+GZ,?\YC4>3Z49V\7TI?_S'=4)N]/JL\ER9&,N.5TIM2RY^ M<>5Y5L$Y%
!A7B-@3C4!+TJ34XVVC,G@8VVGO3?(8RE/W]=.L"TS0U4H+_#FM%E(R!">'PX]HE M3-7 #U4G/:"6/E%4/2#9AR!!+O-
HOHSF9=D_C^/H^RA>P^7"1%4R01;"$++[H M2V>"(HY&12C+>!8(;I+OE!]^9I;/UH((O9[PAA^S5X'0I]2C 1L'5B >G0UE9'>V61*9 M8-
3G4!_+T%QGACO=UB]Z4-"97UY^U<*\U\4B_I#S**3U) R(-MTDA-.3'>.G2AF2#>4T:RB2'S3$U.G>ZF/Z,6V\^{RYIF1-]DJZ>KW1A_E% MFO[?
=+.N.UC7J!CM=/8QD\Q$F?&+1RE(7"@H28U@GFGH.G'DD4><'L?U)-H@ M6GRO;%/'9+(V1,B2&F%4$DB,DQ #N.B\RM5GHQ];R?\!#,
[]N7@Q%P0ZK.GO M"P+]+@CT49-!+@ClP/%++N2#@K6+&>,3]4D2[+WE)/'.+B<]9![*1F[\O"+Q,-MM>U#;?
VLW6VU^:Q8(+_"]%]I_M,$S9+%9VN34%BAM2UQ-9Y1:$:77JN,),ND MR]R
EUWG0W5[XHE4WO;B=M*8F#:V^D9A^4(0:V1:TJ1X25EI&HIYB<@TIT1K MB99E$$*QKH-$GGK.JU>4:B14WUMVN(G
J5!9H.E:M)K(4A$!RC!"54D]VD0-M9QV5YM5>'=E=E1H3UL!7V'8[@=-D.01T?Y)@1!H?B$W9D>"U#8P+2*9V<<'I M7AW919E]D=/@2L'CO3W!A^1*]I
R0\N]458:(1B6':(*G@IJO?+/N+NQP<, M1M3A]('R;.D=V071]^V5W(NNY]OE]B+K87HE"R:835*1D#P0J;@@P#3:Y$EG MYZ.U%&H[YT??*
[DR^7U$/$93.J+6)<,;1M!:"$Z>T)12"<0Q\5 %JDWZ< MO9)I%$@LE.1,F$JL#'F,F2^*,%F@,_^2@%*#S) M;M]"VWC\ZS8#=N6AP4V7%92UNG<
T^C,OP/D,,?]SK1LIW,\-!KR8D;$QC-3-=V"08@^)D3O0Y,?40Y7$IFL5'A7H;[W>VT M,\LE!.5QE3FAAYJM1X]71^(E-T%HY1Z!N-X-
H[O1^,T3VE\)UK]\7H:+G S*[\7)Q)=#(F) MCD VADB9@%@/9081 M_/TS[^U?5Z,[PV.IMYD 3M%GQY>&;$*LZ)$LSYS):V:J%15D#_!&FL1K? M
CL(]:WT=Q3-*E4LWN,\EX:I7* M><.IZ'@\/_:,5Z,[%47=H.;C+/[W]6R^<#N_3,[BLAX.+C_"*/X\WFQS\& 7 M_Y3^?3V:C>.;I30[:.U)(ZW7]&I4]RB5I&
(MPJHX=%?AKM_IQ:N\&$[XQ\4H7/PZNDRS M^62<9G^D:3H+%Z/T/<5SW-LU%^CFY6P<$F H&M\<'0#A4TCXNFN@'??481"_ M&C4_6C5HD'W;V2)?
63 E@)U^+'G9 .=<,Q2Q\HXHQ?7]CF/"QX*+5GX?&:'-M)E'^RNMX-0I_-,K0(*Q\=KGX-RENERTZEOAC.D?Q* #A.L.1&8TN2VC@0C& ME-
%2@*2UTY'=D+TZ)6Q V$.UTM5JHY=VS':L[TMCN?)*+*\-?)F@7;3Y[Y\F ML_G[R?S_I?G* OJ?57'XZGTZ9XJ&9#DGQHARG4H" 5.F7[LH(U>,,EG[XNX@
M"WMU2GU\ZO+PG3!'^TXLO00TI#8DM+U/").D*O>*E-.X3W#/ MB1'HWY*'&;)7[_9/5WY2_?Z!G1[7 ML*=O_^56ZO/;:6-
=>:_XTX=\W_XHF^KL5MF#R<)0"\0YQE#%>":VW,P [J12 M(35S::PU5E"O0[=8 M"R+1](Z %"+B):.,P&!*2: %99B^U5K4S3$T6 M,E1GX$/J]>-
M@@^E$8=N&;R6Q.]CW ?3CRN OZS6N:@5]%2$D*4@66M1VM51 MX@%/["B%EUQ3[G/M6I$GX!R^A/I@NC)!PUF#@MM'H*T;$?0 UZC8^DE@AZF]
MKD9C-_78@X/!%<4E)902F5!C2T>DTFO">TUDS) M2,=R[,/U KR3-WV8?2C MC^B;7-*>S3_DSW#YH\6IXBQ1Y?%T%[DLE0.Q(4;"LD].!HV_U$Y./
QO)=;_MD:0'M[7WD7"+(M=T>5EN*X[CLC\:_KQRLU;XDD5#+T/"Y>DR$]$$XI6G1$>' MN"T$$-4M[6!:_H:AG\^54IKL@_M6>#9\42)TE:5&U"L#%KC"-
(%&RED$VJK2B=@IZ0L]9EHT JJ8P5(LQS83RA M0A>ESIZX80C@-V!MJ%M[IA._.:':5I@OL9_/Y M=.2OYR4N.)]LC/N[F%PBBEE9%OZU/'>2<;&C
+@'CRZOPCB9Y@Q66CRLL"ZBW[QH35$4A!$'/4!() HTXXQ*)G$5\-UQB MIG8;I*<158SJ;WO.FYN-ME3+F!L$RH(Q,]M92B7F9HB/ +@U1/R$AY3KCS_L
M"W*R';PI;7GRN-Z_+-4]!TBE)0X F=*>#*>5QQI'<)#,J&_RT^A7+ MX^U"VD0'.G<;[]'U?,/)760IC!88IX.+,J#EBZ"D5XEX M00.A($,T(3-
=O_'DL7<;K4Q^'Q$/TVTT,$!O)RLBLLGETG4@UG%.$J7!:1MR MMFTFIA]=M]%>W#S?:,;2/8!L$L#<0O5F/]*"14<,<2::T/O-,$LNY):GT/?&@ M
'C#QK)O3H_]703;H@GA>O=Z^^_KT;Q8,5>3<;F@O-C!:*8Y&*U(E*7;C?6< M@$1KQN)2N0@9>*SN8#P%Z)59?WMSTF*XQ5U,/]HP/0^JD1&X%="!
[<#]B;M? MG%Y-Z@WVD.W@@O11XH%%,H= 9+2;..L$*:-:E16>*L9>KBIT-0H'TH0^PFYF M&VZ.5&&66^=$P'_X;'&M"8VKQ;"K9!O8*

*MAN_3?)EF*R'G[P#X_4MXLS[B[: M!CS_D49?+\|%I^]I"E_3W>8$&_VW%NL_1X\D6\$B\11BZ8R,/R6TD3..0%H; MD:6O?>NG%\"3TI-VU#0X&AX!N\HW/DH[*6'9,QV(9_MC^I]]T#I"?$UZ%(5>EIX']LD<>X%VE#4>9)H.6_U" *6 S$Y;&^5UD&FVJ;F M-B*

GI1G[B[!:B!\B0B92EK"\E7&@,Q:QFS'%M; ZU4U2/0#EI M'=A%W(\VWSIL$7=W(0]CDK?OON"@C-.[UJFCT1K:ZW!1&E2):$7.ZU0RF[@I; M8;)81Z,.G91T3R8/H7'1)",31.)"N27@0!)()A.>$2<#GM$I.PE->R9)IF(5 MK0^!U8=-?$[CT63Z4VE$-IV/<,=_C\/|!_7"4E7]QR1ECE2:BU)7M)E%R9@ M.1!A-00EO3>VZ]R)#H\;/N11EZ%)2_%63,T\#U"O &:9N2CA_DQEL06B)!8< M)2(]'01CF3-7@7_]ROC?1;SUW_\'S=AN6[4MPQ^:?K_U_IS#_,OF4KE83S-87 MGX41DB5'N>HN#$F@AIL<)/4P06?N9*=]6)W&*>E+P/1T2*9LCGK;ME,<@TL ML\A8BB0Q)_',=*

($X+05]N4G")IY2H)4ME$?!G(BVU!5Z]>$MG])L/AV%^:HS M]J+!X]DXWOOX-

O3]I\^_S19_7L$66@<.%HCEI58Y&I+!3)0[JKU6:L4"=RP1)>U!6SZ,9]P3 M^+'HU\!A]N%)'Z]CP9OK&4IH5N[*^]%X@7^O].U3WU:53> !9;;*

(@&2+Z1^@4$1O/(W(90Q2&G22*[_&3^&IETK<\I39FYN- MWU:7/WPV(@A?^L"@)2=#V8ME(H%G;X+.T;-VG72[81PJ'5A-3QY/\34@Y5B2*

*M>%N6MHAN!L5*OW=&J'1H/*"PB+>X;^IH6 [:)-S0V[]@QY$\:T'_I#X-#1(- MVV"5'Z=I;61V =@HM_4LN,,DMZI0V4$]]N?A(KC/?.0>";!,$"@S!-',R6)*

*M*9ED<%E!]0N?!U*49W)3A]&3/N*0'EA^ [,"Z?^GZ60=3W!6:BK0EN6E3QI[U MCN+B-=$R1A%XL *ZAG8>?/GP+E-E\4_JR-[!]9TM_L!/>#",\-L7OY0ANI.*

< MIM,4V3F('$PTDN#Z2XK4W5/OB.0E7J6*W-:&F@0JM\ M1AE5OGQ-UN#3['V:?\@_P>QBJ9=XGB-'];.*Y -+Y7SIMRVVU0$0"9UPVAJ?:

MK4#ZX#LA%6I&2XM[P1M82CAH0QCGEB6I(-D/ZU)]IZ[W 'P:EH=UQ"X_9QEEX^&@5F>;'_@I.& MEI1K\ET-W%U!G(#F#$E#@[SE%N*

;HOF4+DM7YD6GYW.C', ^J=(#W!AIA$<] MEYG8;*0#QH3VM2_4=$=W IK4F)(&B<]_3B;QS]'EY;GV6@!/@8"BN 4FSPAH M[@C/#+!2TZ KRVJ&3];-*

/B/B=Q/F05MU@3[CM_?YS++<-\Z@$EL_0\)]/UO;6 MV3BN-[=2B3R;77\KPU'G,/Y:.@EGYZ

*\PL\,;FBK;93<;B>3LM4C=N_+299GV<74I0J1HM;+I$Y0:F& M-<0$;YE%.\FZV]TAAUG9WQK>4A4>*KQMD-_XN*JX_3@=+A70[R6-]S)2I&J6D*

*M[@O\]8\4K\.BXGM5EQ)S]BE ((Z7>LSL\2M56<.)JN_P MQ#[44M=F1/FR8 #&\9]I\G4*5Q>C\/,X3Z;?%LOZ.)UG\!O]>>LPM1E6] M3W-*

_<_NOSZ8)!HI:7A5!G4'F[812]0QJA?!3NII,BZ>[@>Y6\Z7AW"'=KB--E M'%:]8<4$\G1<@691K1T:Y<#=-]N5G]<5F%8;(*VH1$N ^,2*IX M*4X6A*

;GJ(Z.+I-I0=.@ZJ=ET?MMJ]?:MA\M%KAYB MU$F63&X4K'2^*^%)*8G/*3%06CMGNB@;/F5#T?"W6R5[$L#A:Z,:L3ZI+?V MJ:<%].7*-*

*B&M,OQ=0/4IB'I. 1X#,FSQ4T6B)]VD/)@*9#1#!>ZEA 7JB810 M0DS,$41"06O"'[+LU+SDNZA\I9QJ:^3["K5G 5.SZZE#0IUQ,N8A0\0M7RJ\?0LA?*

_\.OG^7ZMO7#|^N66X-OG#>=D513\9"^I MM6@J/1G_MA[>'52VB@8@V2F#4#PEUNLRP9O:K+/AT;K*)N+&XU\RG_M*LT$! MR-*

*I%^W@)X_G973_MG 5-AU9V]-H7X7XMKK%_P*1_&ES?/QR^V[MGE>Y8Z$.(M]7>_N5=(T->2Y\;S3WJ>Q0MX!8_)ZN1H]*X](T\7[M-*

[]IO/5OBBSDT(E0816L0P#5[@E,DZHC(%%I6F27JOD]' Z 7:,:AFKUY.WU MVERTZ"F]Y;YXW3?F&ZD#Z$"'41;L7YGU8#EMI'&I(_1_.)7FXKE7JCN+P+*

MME(R&WD$%0P15EDB4W#$^3:2TI7["D&KG/KFTY//$V&F\F\8FG.$N,B([FQ M[2S6N$;&*.79H2F5%?#2Q5S@EH, ^L%6Q=&%(FAKHJ*

U//>>4=:"?!^MWGG$-MMEQ!7//$C<1'_YS_^%U!+ P04_ ' #&@@%9DQ?'\Z0+ 0"C6 H %@-&-L M;W%5D+J(ZP,C0P-C,P7VQA8BYX;6S4O7N3W#B2)_C_?

@I%')Z?/H W)=T\\G4#7E<<-YR!;T7S)H'#OY>5O\HGC&X6^$F M+ZM'":/]#W?:Z?'JIBJ\/#0B\ /67]7^M_A:GF'AAP&&21CY$L9_"-/!C2(,

MQ7X2$HJBQ=>_ >6'F1Y@$,"(LA8AS!#,O8C!-XI"Q#(MK4[7HJEC_XV_R/P37 M' CQUK7Z]=__\M T3W_[Y9=OW[[!]3NI5G\MJZ^_!)X7_M)?_9?

*N\N]'UW\+ MU=5^EF6_J+]N+ZV+4Q>*9?U?_M=O'S[3!_Z(8;&N&[RFDD!=_*U6'WXH*6X4 MZA?Y F>OD+_!_C(H/X)^ $/_K]JK]I?_^&*

M'!4Y8I_XCF0__[^Z?U9DMDO M\HI?UORK?+9WO"I]KG!5?,!$[X2W*O5FI'YZV555 M[:TJNB,W7MA(?CT#_(-M7,UR^X5ZNV9S?7>WI*YF?*

7J.77TMR@:O9OA;[,@,6%[)#SZ(GSHRP'#(LXI @%$/QB>,&),03[-EL_V:+_D:.M_OZYYTB1-;01T'Z4/FU[C%3XKJEL_$8]^& M=CP,N1\2&,1^#E'B(4C*

*((0)Q1&+F1]CI*6O!^M.K)J?&V':ZJ;@(H3[C>-Z M4W&5O_WRIGS$Q?K\"W44BW'MO$)",T6T%DY;$<^(,J9SXI:!OHG?=KIVN-HL*

M;G5&A%Z#SOW9,@)ZQH7X?<7?E=5GO.)O.&D^S&+\B1= M#E-9E[U!%WQI?9$OIO)&OL\|NIVS;!BM. %?,SR9#5 KRR#9 3M^Q)NZYQ< MVE!R+-*

*_>6RZ!8A,,'H!D= &(8A4(7AU&'BZAUL MZ0?Q1N.OR[JYEXS<|^_-*R'_/Y9ID,.8CT;)@#PA'R29T%I.A=8&"$:)\&R2Q*

*LJBDRT5H/FQ!K<A.]0W0<&0&=":C.:A(.(#@T#R:WFID*Q@&0=]*R.CZ*;_#@HS3 M'/M9YD|\Y6I__JU?/Y%W--^V\0/NR_9\4JS?)7."M!_8\/;?*

\7OJXTLY'O[MG3[(%]N<[;]GDO<81X[D'"\E3FLCC$+%55"WG$0Q0[%W);=G'9!L_*OM%[M[4R)RH@^R"VKHN,&_,0Z?GX6GZD]QD6[T\AW*

@@[OV;@VLJG+C!\'<[[_#7? MK'_;IVIHX-134YN.;X=/;<<[;"^1C_'@P_T[6J' ^^VWHY?KYP78B@9ZV=HR

MD%8ZAV_X'_)47#D+\S(_K]_Q0Q[,D0OS8[BP37$(YXIO-V!5=/;AP*18%45AO.>A(R/;QFM\T#KP8?]2D-1,, MQSZ'/A,6# 4I@UGF$QCR".=AY).

$AWC94YZZA*]EA7 OS_Q=3GNVRP'?<9$V+FIFEZ@$;T 2"#Z 8&7YZ.4ET+6BL.]2ESB/](/#V M>/@1(&I;=7L<6F.N[EK3RQ)>UH@9:8GM(?2W\Y

MNV@MDYF=TQ3'+=XDG6RW.+ ^2K/E%D,.PMGK[+1CZS+]*R_J)Y65](C> MK^7Y7&5H/Q1K_K[AC_721?0,*A0[AR3&*(24"@GWH19QQGF.*

].0:)3/5= "0<2QD(K&CX$>+Y*S1C@D(MA^&-T;TV\4R7(SK(#(E/#FI@#BID=,O+DH1[41B*'"C."$0D1)!PGT$6!CR(M2>0'\;

(\.OAYP2N=EF>+NK|S)V/=%__\M!TPJH_P3.PWAU00<-ANE]I.%)(M^,ZDD/#5Y4+"^1^K2>#WYWF\=J'BG^8Q&P:,|\^!^(32=F(D9@]EYX-P/?V>B

M.?:RYU3$Y:M5%VC<5)7$=MAPP%=X49B;K%$YYQ3MO/)+RX\BRG0%.]78^WKS57P=?GX=$.;

M#5ZM7N26U!_U]L3];B-.4Q5UUI]\)O11YO_;"++G1>VU@>?ZKX/3X/HZJH70 M95UU#8ZADZF+"_CB= O25'(KA=8B,)MBFX@[5'"C^\P5_6.Y_LA+PY?

*KWDT3 MJZZ@\3^^O35X>^Z+=%D%K;4QT[5>$,?OPY(<6^G+, M25G5Z)10APIT\AKS=/T=?OE#;KVIHRR"N5V.]X/FB2K-52;\;N$7*PVD7OR*

M@TRUX\-4AL);I:UUU[\M?VT@[#"1;7;99D+7O'Z]0->K_GJ_J$J-U\?WJ^% MO7WDK,#52^=DX-0/;98QX7'%"42,Y#!C&19O*

^Q%.8_]R"S)K45U;M>T)0^>_M<-6LS>M-M'#3>WM!S&!X;CZ MP^AFB[<;Y]6O8MDG=1I0E96TQ5F?FO7-8Z.[$WUAF;D]04$=/) T0<#!L G MWFRJ-*

;AYE&E"_0WI2\!HO.K=86+XFK\>#K/7O)Z@=]_X"VO/]WK7$W+OU;YY MB]UK_1-_YNL-_\3E&)EVD%#O0]R25?%556N^_?[$90^]^^)17';?Y;#:'(Y M:[!8FKS_W;(WL0'I MF)7M-CMV]YSD'<,+T+,,6I[EWOF0ZP50?(,W:KJJ16#J^+'JN2<_[F&96;8? M\YR,'9]IX'3D(3EF;E97:AI@#WVNB:A8UR,=-*

#H]WO%F0U=+S:V9-;3?SJ\%F_GJD>,<>03TI[Z0P5VTJF MPY,.LO+P1,F#T^HF;8G=U3M=)CEW!90V""=JHO3OM3.1M]57O"[^)1F+(HA9@"'R

M>0PSY$P9!;^2BV_((=PWO9[$F.04V%IR/3Z9R]6FN3) MZ%B=N+[RM-7Y%2:VDO([L[-#5R,X7$ZTN8' S%QI2._T^-5E&6V/>?_P0UB7 M13LX .

[V%9O%=[AHOH#KS:#';AZX!*%A/A^1F#N93Y$22:+/+T81KD(<3!3 MJ3,3EVB4VL2;*VD#17PXD=IP=VP<+CWOQ!D(9KH[D'__H-84'H.6C(Y>_^.T*

M9GV7;XE]^&+6N\FRZJDJ>>L?B=853T(;I_D.[Y^^YU7M*@Y6V(_I31*?$@C M+X0H34*(YI#RGP6,C\F"4^,2J$N49QZ5ZRC#^33 O[QZ_2UGPPJ.*

*Z>=]TWU1%KM_$V'M=?7!=KC4JF?VYXJ,5YSU2?$Z@H]/$ M9R\T_VZIN1%RVZ#SKPPJ*4[<.G6Z2PTB&>ZC=:07QD43I^2^K%%7BFR89[*6*

MUDB71F2RTJ13Z\VF1R/"#+5H[#++F^Q8%PW_4#QS]G[=B,U>%A5 MTR5QWK8#G?

Z3X^I>H,N7F<>I%\;R)+"L:O>%4THHAJ#@".Y;ZR>?;HA=PL@&0.,X=1X'70 MN(H/+;F8-W*\#JJCF/+*Y=P-#1VD1[P<|\"D/@RP[T.$,@8S8:\@R3$-*

*Y*D;-MSS;IA961?;<7OH!0:E'*<19(+0Z2E)(,I+")(Q)Q+(L]WEL M?I3W-+&)=?KUX##O M2*.BAWY,%/Q;K[6',&C!:"PBW+*/(BZ*$L@BCT*4P9 M#F*

*0AHSY&#U9;>C>ME^W:7'3>]VX0L+L M93-LF[MH*_EK\>K9D79]Z'1<0*?'K\^0^@$'L<>%/GTD^\(]EK5<>^^MUV7= M+(,L#G$49-#+D*

AF(Z':)$L"\6L04Y)[0>H9C3T\)C%U@FGK)ZU4^2(5) VK MIXY1T=/9ZV0US"P=SG-_/2;G>>G165%<%0\=$YBW_.>L@$<%/.>OM)DF>-C]

*MY9FO\JYX^(QKYO:7,XT$\G\L9*J@&XY.T'8/TJJR]\MLRGQ?WE7%FA9/>#6P M!K_A\7CYG$9L11Y,0MAP',*49*$,,WB%*

J_)H\992SUM+J\S,7PU%N3+:MR M'W(S8!90V:A25OOAGE] M@S+[JU//"L%V(D![DNP%63HXBS ;W_*!VPRF_#/];#M

*MYA/^B1ZXX83"^=" ,*5P!D9FG%0X'ZS[TPIGI.O"C?]08%*LBN;EHP"UZZJ; MQAG)4)A"'R&9ZHABB!GR84!Q'##"$ V-DD47*

<[LY\Z#M2DTO66BVO_E,P MVH0!5X)S952PI;X 'R_#9A#OQ!7H0I._$UZ?K+9,0G\7$"R'W_%A& M#11F69+"/&01]V*>YY'6.:PK>)A\"]O/0,]"5X?*

*7.P$D%R8>GQW(.E[ZY-"9 MV13!#NCY4:.A>XY&H;S38VOFZ=ABI\E>O N6""VJW]HQ>Y57" M]SN*URUU56&3XPNEPW%;:-WXOFX?*

6F;LI'7MV06GUFUIKCTFK3&9N.@;92 MNFO> 30B/HK22 [BR"'"(@YQ0D.8QGZ2$Y9&<>+K.R]'ZT^=H=RF)=JJ4"#+*

M"L0+0;Q&L_3_E(E+>:#BKBK9AFH&->> TG% KA+?3-][4D"^ 6U]4/)7;U C\KQH67_%],[YXSS]_U(]?YEM49'/J9;H >]TZK9J(:2&JYW^X*

MQLG,&#F!R(00E]F9P41&B1G+HS0!^&X0,+@7CMWHQ^*.ZC%^,1K7CUS]JZL MWFV:3<7?U_5&E@T=SN_F>8IY&@NGA A3XOO"BI*

D@SS/@RSV:1H&!FF5:UB9 MV, UA&!GCTU#ZME$/0G|//.":ND@=KK?[N"YVP+X[!M9D M/K=KK,T\L'DPMW76;+!WY]9=C\U%#_*$K,ZB]=#

*<>A7.EC1G0NZW0/H!R&F MB1?Q%(!JLT17.]F M'J%F\V9>@X4;-W.P5^=\4*2)Q!,ZF40X$'2?S[+V634/$M^0C?N1O M2MD*=AEE'D.>G.](*(.(!A2F?B),*

8V%_N<^S7QBU"%D;_FI,UIR"TA2 U]. M>J83D_:QT%-K>PG-%-A .//F'2=E<-6I8W_Q>=MRG!3LJ ?'Z:L,HS:90ZU> MEK]_7B+&(IJR&. >1*

%@0<)\R(8T\P+XICFGF9>>+ODQ(KSNSQ RMHVDYK'M' ?B7HARK(0PTXW?/[Z_?_L&?+Z_N7_[V8$C?,3R2$.#[N)6$[I?=DHP6&H>

MQ_6(;T#>OP7R\(QV0.A/5X\J%)"#.,,LPR2D(C7!4D"B/,T(@#G/?98BDH<\M-"KV.D5EZ@(OU3AC5\D%L)O6-*

!U$AZ]=\G50INI32MO2V^B4JTQ@5R59YVD M,6])UIB81V58HQ>;Z23CQ?+MNA'>X#W^_IZ)A8J\H"K=\''3%EC%49!E(8<1

*M\T.AEP&"/LQ# .8!"&.LIZ66\QA75*0IF MRFH-@+;2;@LW\C84;[0Z*W!8J>KEE6=15VT!>Y75O\&VAX8\N6J8+K-_TW1? MN+[CPP2%+Z=%<-;?*

86_QF?IYG!+LN'_#R:N<-Y#ZM2KK>IDFC.5IYL',#RE$ M>2BB$3]E,.48A92&"0^-0OI+!"=^$2@;X#6NJA=9H"O3_GV6(V^W.PDCA-0&@@C-.&4Q

MYC!D>0Y1Q!)(N# %6>X'?A3'24I2H[FWV]1GW/P=5XEN8|(P'VB L9[%F 8Y M,]MQW"1N#

*[I+0)F/R#66V=6<7'W"\P[+-0;D:&*N^0IV1N9&.+RL6&T:0> S M%Z&J.NPV2)$G?AJ$,0XAQH$\XL=%=!D'% 8X0'&6IS(/:F):+A&R@HW*

*M_%6Y0KOUN^+GE#$O(A1#$J$ (B]*Y# U#GW/PUXBYZEAH]SO*+6)3<"6-B"" MN&'N=QPF/45W)KR9EN_DEG0>GZY0-ZB+D!#+1&<% 6.T9JX$T:!#*

[N 1 YR8[MK?ZM7/.7WW#U#]Z\VX@O>_<]);[XQYP0&&6R16'L$YBB((S)C>,T)AFFGM%+ M_329B?58$06/BBK(-\;J?

*8;/1V^7F(SY6V%:0D"17$"K1T7RI&ZGB$RJYZ. M"WJHH!>NMGS?XJ>BP:OB7YSU-4"R:]A'W@SV%&F.Q?LUHA GB2PS\!C$)*6R*

M&:L74^IQC(RZYND0G5AKM\5ZM"]7P_2?FZ(NU$;'[*IW1;L-+5"YCP+,(P3C MP$,0H91 [%$$,1>L<9IY+,DM^K,ZAM9=G]8)(QH)()"C\#$)SY$?B"G=

*(E)7T1$LI\TA2%!"82 MN_(<=4C.ZT :@'#D1YK<>_W\.4'CF5>-3$?)3E;+//'RB.0II#YA$*4QAFDJ MWE5(Z5D"1SB8&8:|" 9D MP9LQ"*Z:*7=&N*

FFR1U2^F%SY,Z(@!MPM=@HMC(/L+2<(/!>,LU<%A"Z;4E@@/2W6 M)VVD[EL&M+_K@I&V9^M3QPH@+Z#<=CS#6SL,--\ 6CU#,

*U@9G9!8J6Z8=X- ML/I),@**]<^#82(WEU$S-A;F #BR'0:$9S4EYH <6A:+%:8V--M:*9JG<1A@ MX5!$7#6.D\OB&#HARD6H:^?E!O2Y)O5#57'*^JW*

MW^EJ(U,$=_CEIO|/_CHWIPZ.6+=5X@6"FPB+ V^%S)MT K'$>-UKSH6<<5'7 RY=4]N'4=N"9M%N8 V:[%PH1@&[9;N!:C"ZT6K)>?

MLC4[%_;WS_>5F@G\,Y"FA$/O2[E,6P RG"'<16F4 M)E%"M2:C7"8UL6W__:^?_PJ:CC;HM\3-W- 1I/3<33?RFUGGWS^#GNBTM1&7*

MA7/D'XX0FM4/O"SPH;^G<<=UO1!4[SC]I=BGD0^]{!5;RP,B)PU&,$8>DO>H%6 16>]/10TL]"6LAEZ2+IB6?<_F#KW=[2/Z3WP5@7NY/7*
*M6!Y(D*V,'LJ5N*-^^]-T;RH@ZY+'!(6Y!S!!!,/HBQAD"3,APA3PG!,_1SE MRS7_BAO.[@T.(9PFI_7MR]IOWQ%1[6^B(F5XEN_/'H*=HVT=OW?!@3_!VA)*
*M+L"XW.9'\;E8O^QT4]JO"_<+FMBHKONPR6VB5?EX]/Y5K\6BM3 MGWB8Y+&?0S_VI:*20$YL#R#-& J#*$6Y;*
{1%.TIMXC=@2Q+L:%J]"HS6S(FN(?:S;.C?9?5VT@.OG@O*U;3>5[B691Z/-M,N>F$B,W*_5*
*Q4^W^2=.RZ]K60ARIXJ@9!E(_:%8_>"1^'W,NP%4OE3%*40 M(>+#C"<4AB$-PR3+LXAK-8R8B+^)#8=B#Q+)G\S\R&<&;JI*7,+;>8!OVT0F*
*M4Q/_!D4UBJZ+_A?)*E"\&IH;UT]2ST#]P.=CZ)*H1_JZD=C;.@G M"1Z73- MW:S&=B)H#\WS5&3,##JG;'GS#52I_O'K;[QY*.FNN;&&O1VY?6*;J:B"^^)1*
MILM;TGJ&;TSB<>/E2%@S W1"3O!%]I6UMDG1$&ND]XZXNI,(E.T,P=B:LRBS MAE"]0NI<:MFT+L^%9DOWZTF^+/H!/C'QA$OCPRC, X@PDDT1<
*"#E,>93Z,D M,/-U3E*96/M:FNJ=1X6YVH@E .\Y,&Q==Q(D/3?B:M'-=+&3>DMO@DS\J$2N*
*M>M>=I#%O[HQ,8]ZUXU>;/Z^NZ^PW(X3;MRKE_=KUO;2T'S9G;IW8EWK2 [=_M5GHA"XP$_>*Y8!N\TG_SG93]\FOO6K'-*
]$Q#8G1@:S9W2)3RQLK[#107^P"O3EQ_:N.F]&=_PTR')9V]QAU;EF!>5E RY;![MAZ&XKKIXZ)*=MYN'(1A'73U,[[>S%-+X<+D-V-*
*=A^%X0L)!Z4';]AXCE$92U M*C D')!)/Y+,Q.+&A@8LW?#FVM^$]#[/5#\618I7*$B9ZV7R.I^9N9J^WP M*5B-;XFKZH*
M326.8I)@$8+R(/3%NQ@AB'V6P8"E<9+Y//&XT;M8@^;$RC@@"[9TK;;C=/#3
MTU+']D@IKA4@YCT]45TU;93@^*\G3OU(3A]WFEPJVW']L$$,)5QKF\W3=U@ MU6%@B3"/<^8AE.0^A\B+ YCQE$+&XC0G7DJS2&L0EQZYJ72
CV];E^[/L6B; M@ O3%NZC (X; O>PF-F ;Q&QZ.FN(^@5C=U'EY^YN[N.J,O$HZJ^/G;",_N6[W5PW% MMDH.Z:P_6Z[(0-AAZLCD-LNS#36_S=_63?
$HYT.M?3^.X] +(+$GD67\YZB?- MPQ3&'B-1DB>$4*-VC_O+3_PN$L1DN^@MN;98X$$F-T&Q[D\ R6]Y?XGAZ89]
MK/3\47L$S!3Y4/A%]\K"^^S^=;J;.2Z=]V,,^XO/>W3AI&!'QQ5.7_4CJ[T& MQ3%M:&<>P+G?9BH^+/B?B;ZU+O/FFQ
),/[,5Z7%7NM4#U+/X/P)'H^9Y;I8_-65> U8^K-5 M>)U%ZT]5Z77,Y?^&%5]GH9ZF\NL\,3LC_TE\IUFA HW[HE7S4NW 7!#A+M2*
MKN57_K9Z4]1/98U7_3%3Q+"7(EG,@A.(O(3#U<>1-P+0L^+L9U '=#SHUYBDB-A,'<\ 7D6 MON-*
J@CV%]W!Q9"3M>)C5!%X%TZ&!NVXQF_8H;E>+8(#7]9.BK8G=&A/ M4P9F=MTD7>_^;MEF1M/,OJGRAAU?
BV%#RL7AH#@=5_AZ++25PSMX23ZS\U G MA+$[!#5<:+Z3R?8WSON=.KO-G&7:A!QQRL1V3_*X13[%5?O"A>BGF681\B MQ -
(_,B'&',&,YH'B!/,=$JZ+Q,:F*M4J3!@#9HB9LX[Z-(Z01"KN0WT[=S MHE_.U)AB8!*?N,+"+OPP_CH8AA,ZTEV(%D:7F#$8T!%EW]?7NL/\O3THJY'9*
M=!% O!B^QO<^O,+'U,7G)F%%-S7G&,Y(TAJD?\ 0;M42\EJ&IJP$V3T\KM)\3>C.KLYU[T X2TP-Y^'BFZ,;O M"BYGH\FN9&?
FL65NP#L>:>9H78OOS>N']=>[=:W^_Z_>KSJO'AJ;.UTW MZWNR>E=6-T\KLOK/JO.I=1,4I@M/G<7X^K52;3(~9)WXGH9]:L#$M(;WE#A
MNV]6LIDF>,77/"\;M<%\LUH)WWRM^JS+3J.U<",>RJI1LSB E P?>A3JX+-! M8L3X.6AD3Z9\!(8IEA^!OL.=_ZO@M$OR&%.;+Q-D"\1>NLAZ$=MC2I\?
\6K5 MYW&7.")A0,<1AD-((J8#TF.TX!P0IA9%]+|"96 MN"UUT&S]F5#E_#2"W<HS1ID:(I^&$/H MWF8>*
*(KPN/_,5I\+=ZDX0&R0X3]T[0VH3K^5PDY8PZ"@;ISE/RGW9ZfY69,,D M@Z6T1[OF$A6SNW!6?S7\?$&;JHH]>9Z5%=-;O>V;_R\FN%GQX*BE>JUT,<*
M8!0D82JGZ"5RKE(&T\CCD/,"WG&4!IX.AHW2F5BM1N2,VJ*,0[-N+XY$]A, MZ4QDU58T+5G&7GAB@<'+3ORVT[GQM6=1/"WQ>NW3N]AR-*
*M)@ROAON.D;3]U5 M_*D]C57?K-EKX2;7M_GYKE5+RA/*O)A"$@>R0"\3*BNB1IC$2411&/E19M1P MU0E7$ZOXCB^9K<%*
*]O==]P8CU(#4WCT3/@9X=:#/3TK/7CDK>,;@ Q:[OO"" M2?D@9NV*YQ0^5Y.IG/ T[T@KES >S<)RNKA%+UQ,-BMZLLQ@Q.!S0S-4-*
:N\;W;I@E:88YPK>3WU9Q,K= /O.)8$C0I M;P&V7%=GQ4O,WO0,@4%%/E!\M2-I5'YAR-H"*&R!Y*
Y(]N9'V:2N;Q[,D(\2#C&8^1%F6PC0,;@>>G%P?, ^!;-WT;!'SN4'\,KV 9A/BG2&F:MQDMR93^SW][>=#NYD1=RG/ $HDCN?'M!!C,D@I@<9Y%/XYP1
M9G1X=[?TU%4E&]E98P%^*Q@33LA;+,.@F6NZR:N"8L.^8#M]"R2G9AFED72 MF&"
[^IAU5ZVP=@O/V[WJ2"CAE/'5]A$L;+T]0X7[%U9W3[Q"LNRUP]<*.F' M I-BU69V<\]3#*CY5AB&@B]H584&NI&8,^$]'VHSNC.RTG;J@*
M"F""&&VS>H1&&(,.I1ASS)NU,Y8A^C4'DG7;5882CD$Z[DO%2]VJ1*L&#(< MP*$#IY[7XAHDAUF[NF\DXK"#J(FXKL9QZ)"<=QZ' 0A' SE,
*[K7SJ>Z>+N_ MU[&2G?&),$<2^$!*O3C@3#3#8\#^*04" :E!"&M$1QGUI_<5Y+TVNUNLU?-(0YZ MOL\5TIDZ.CO!K%H?'$MHYL%<(:FMNZ+Q*(T]DC-*
B7'0_#N^;U=#4B5R\ZN8B//;D#;.QEP#3S+4ZA,$PD]I25AAL;8.._^ 2)$%U) M7>4_+Y&;-[NI?Q1[E+W/O-2G+?*
;%YNOE6L=G>PUV#)B=5[=ZCTUPJO&!& M_K@;ECMHTMEN"K0E\>[/!IJ /&XP)L37S&Y,"ZWC@!D6B%G5'9G0F;T2R4+X
M86V2S>UVSL<'+H(B'28(@"G @HA0Y,)335,YF M"G,_]E$8(A/?XP]B6U32WW19N(68,#!%9O#ER#4\T8< F-F5*[%Q-@;T934 MD3-*
RB=]LOHBFZ(>NB.YMEO&'G$KTQOXW+W95'+&FQH]T@XIW$XPD1?=B;_0 M@V!"M7M8LIS,=XQV-Q+(!)!"$R3.*
(5QBI(LQ93'C!F%)79\3)WH:&=HUI(N M!1W8+.6XPIYQU+WMZ>.*? D[@<_B5=MK3C_V3"XL7P;FC'/]!@;AD(*NY8C MT+*
*($6I[Z@:4+T//5#C(%/6=MUQ&'4=)UV+@*GBRYF#>FN@Z]HU#KRN7L[-[- MNBE8L=HTQ?/@A,7;*
[W2U89S)8QK2Z]HTW6BFM[A:"]9JP9MBK!N(Y@4\)[E/ M892FH?"2(@[3,U@C)E/8L;3 &F=$G7*U<0V\;YLN& 3KSH3U\X6&=A)WK';*
MGI>B.X;EE4HZ\;?VX]D](^M[;Y8J=Q8QOL%#='%MD-3[/: M9Z^L.2/]VZ9ITC,VP%S*
*M1,BCKI9CU]HW_I7_DIG'9]R29UD_\5]\R>41"OF'FS7;_V!PY1)EF1 M,#F2C7N0>&D*PP Q1'% YXMGU]'L,%5HZF[U_!D\H4_Y,RH2FP!5 -:OB/=*
M5O966\[4!0M ^-=B+[DPKT'J MI\CS6=P_H[=K]J=\0CU?TSP?+C[\(4]&TZK/A;6A^5?8]7+)MT.(=ZR]A) M^<&'PSO<-*
F^&BB'79CM>9F]!?/5L)WJOWS]HI:Y 4K6%.!R/3P!>)O+)LJ] M2TV0OJOX8[%YK-N^T*J#P](C.,]SEL/4QOD4OB>#./!ES0;WDS0(L;Y0TE4\8%;9Q8Y%*
('YUV&\BEI MAO#3(6\7LV_A_FG(T<^]V*

*<]9G$54@&*EA!&=1CEY&%";WWE)@PEAV%Z./ M-+|^@I!&JA!.B(*3V5) E(=!,!,TJ MY A.5W]AO3-QK=3A-'/@'ZO !ES0^R\[' ^DH\\(OQHM1M-*
0)C#%)C)R69N6< M6$D3H=0G';FTWM=.+>U+8RLWE /@M%=U#NBC[LC?CNZ. =REIDQFRRJ6,@-. M @
0%X3Q4]'7PVN7FE4AO)7POSU@]Z#X]HWSCBX30UZSY[XT%Y5$1?%-#+&YS_8MRW<%,"J9DQ22(RF4QTC& O&6 M6Q)}IC'$:&+B/4-
*Z&VT[H=;^'X':*NIK-=TP38^W2+GC:XVB"D(Q&8D1S)>& M.Q(Y=N45DC<@E&>1Z[N W3?KL!<],X'4_:E .I R6\WK/LGQCAX5IU9G]?^Q*
M]V[,;=W(VN@3U=XX'RX=)^F5L=.VA^UTC_7?;.!0L+E;)KU(RNP(\)%BK)D M'>MY#<<;B%RR'!"AB .4"AY!D!.8U]3 MF240[]ML\/XX.TO%Q&P-!%U'
.#S4%D&4MJ2,V-,W9X.?[P+^! QPV#X8SWF MM970,YN3\"JLU_3M+]A\?,&=+!Y5>#Q;9RBV;^6B)- 2F(HSP")$7 =%;*
*M60.U//#)VBO.U>P_1!VT5!Y,BX#DJQ:?+.WR6S?['H.2@ M9O]C1-+!N\ CU?^\R%K4ZB$*E.0]9L"IE("4K1 B>DZ&Z&F2!9]'P_]1DA_> MN&.,&#H*
*U%%%VR:28\+IBI>\!%"B6/"6)0@,LTN%:RE;E]S]D(T[1F&F9>.. M,0+1L *P/%/H[G;UREH%-R=6Y"P&$3)@UULA.ZWR1*
*M^^CH);EYHNOT:-9W")^K8]VDD^8\0SU#=*XR@^CH)"3RNI5S%JU]_5Y]/R7S MZJ;C)?P$9 Y@=P>@>;E:?L'U=A$O$SV^%<5C5C%X"*
(5[.DH]IF37B,1IKL MB_,M$RWO):0OR!PBX3O5C\>RNP/,5,IO-131T0@9B>Z$-H.RJ9 EJ51-,DN: M16-R:AU+N4M%+V4-
$]U11[*],.^"\"I^NCA2*4@3F!#'4+FS("AE)90@,0?M MFFF4Q[*2+10J:ZF9'$'RN;XEREG8E(I M0,9@ZV@Q#HZA!!
*(FVX%RA,^ZU),.S9M6_.E["G])J9]"^H\&.4>)8O;I\[CZ;"&4,S(8 MX*P@72I2DMI7'&(]44HA)+*IBI9_J/+Z \!W:O$=C%2R&N*J@P)[VHTDFY@# M"*
[7KA6$:?%(%N/21_J;D?#O6]9\"^UFQ>KCX9L7JL*J3OX?M_J=_+K8?%\O7 M2_QO#.OO$_I1\4R7201O#/$ZTDD-CF$[G?K]?
7Y$OOH.YMI%]+F7%5)%;90E3Q+)3U7&9V*%-MS,"B-Z@9Z0%\.IGM!(0^]{+^@Q5Z/^+OP!^[<8^]W6[$],L1:6+8@F2KPT^# 9P04C(QFKM
M;"W:.CW;Y@%2GGL]_Q'X,"&OTA+!?_=[>%EX3-U?DB7YZ?97YS8WLW^@9_P_-U,K6 M5GO\'(@C#!"B9:G\(*8&GH]UQ3,3=.4,03.&P8^/1+OW/B3*
*M27-V;^_->O5EL2'NW:.U7_Y*YQ>9;]PWX>N+S7^O+OZV>DF&"]DWZ\V9M5[M MVB*2Y5Y;@CL'$:4"E1,3P44+)=6!K#CM_R33&E^7*
*MLCF3SDF47(-%R^N /P=!&PV:*1TD&FY"Z]3LD23.&RQ^+NKT.(D^:\.53O%G M7&^_AF6N\?//>Z^PO>GZQ$*3&]IC-MF5^9I$2=+H*
%P7!\K53!OT!02WQ2:'-M+.?6L?HNS-=WZ2/FBW,Z?E>B>T-RW;ZX(;_+Y(Y2&+IL/9U[$4!YSR!PQL&4 MPJ.RDMOF><-#:?L1C-8Q^+NM92>180?VP(.
{^>GKMS1_M(H[I2&G%-71KH:V M%!"P!2#*]K;S!K#<@!9\)R&CRLIA5.SWB[62$07=22.4!49%('I\ S6_F6 M%-.!8VS>]70 6?/BK3D4AD+M0+ET*
*+7WF#XN5^>K#U^_;>9J7!;SAA6!X#BQ M1WE4X&Q,(*T-GO)/;9^-'J0F$YA=:C8;T^[;2*##L!4K8[M^B)5P?RV)+9] M(S$E=%HV?>2,*
{4D&HFB0Y0]6Y5 MMG\25W_&+WB^NGD\I/):1^O "K2DT)DD#A&;HM99$:L$NM9C%Q\D9MX(R]1X M:B.##L#TNI1%PMMZUA:3D\P9;$AD%#
*6P!>I(SL6G0RU=;Y M#*1["9DWYVU] M$!W/^PX],O%>KG87JR1&/3KXJ_ZIRN]]M!9C$G13E#4T9 *0B'[4F:K-/-% M1-G;8GJ8FGFSR:;&4B,I=*
{"G\U:L]KN*MF:P7:U,19,],/[@-.Q &6] R>1 M ;(0DW$Z&#'5;???/GU>K[Y>@ZRP9"\%'#JB,E1%1:],Z7OH1;&3S!77 MKEI,Q[#.]]U$^-?*
KGQ>;SZM-./\VFSLZYV0"](K.#9H,,24?YAH>@;;KD:-C@[ZH]'+>H$*R4B.*81.6%4 +18NMI M(]3U&F@]4#Y#X77>&%T *T:-0$_(Q&1+A4W_?
*D<]Z^^^T*8[Q3ZG0]NY15NSU1* M$36G/:3:1M:[#+Z&'C73)2)Y7)RW+OAXC)Y.X[X3:\RQ@NA@U,;-,W1F4'M? MZV'1)D]^>K*
0A11@"THA$IV3V%KGW5R_TSAO&] V%TBJGZQS5>13]K2_JB;D;7] ML+5=]R11\:^*LB>@'P.EP."D/A3V-0M_!]" M(4@E33!HE+F=^_A@I>&=C_<'AR-
*$MVK'QS[UR[5+I#-SD:_88/;T\!\QS>QTFE@X@=N5LG7'/#.;Z1&)235-A 2(G*Y+\ M:X4I>Q-N%S,?#:>KM;O30 =*<]6*
*M1U!8J^'\\\7ZUI&C>O%*M,U+16&4!\E MR++M01@J(*6AP+!<6T3%YNWE9,YC<1\^\6F=RZ!PM@H[@]-NGSV&QWH7UZNL6*
MT\J;H=AP%>NU7@R$VQ@IR. \DW3K-T_GN9^2>0/FDT/H"+8_M_CGU6GYC=98 M?
*J@=_2^')4_4!^G)Q2;NAC1NLUT%3I/5+%E9@.^2@EPIX(W(P(+3423I/?[@ M@5-:9+'%WQ=?[DIP/S/ RF@"3Q "*E"!17){(H-4LI5&(#>E]0BSX=3]",'2*
*M,1A\.%C:5(X=W-:/[.>GKW\/_[-;OSP/F\L'JMD()KDRP)CI0"YTO9Z\K15< M+.*J:?2=:G^(1Y/423FV+D-MU!Q.)[V\D7F_LQB"@.HZ'86V,$[&091,S>$66*
M#2O.6Y9#8O:$;.+R/Q)E'B4P%E>&0/%IN'[\2U M^;CX_*VJS"85,R;(COQ_9:(FACD)6G$ZHS)[%9M7KS],SLQS:DX(L58RZ0!>_M[]A=")9J@C\+0(;@L#Q/
*DJHQJR*E:%UT?$P^Q0E>1"9U %[(H5,T?2\, M7#@S-EH!1N4ZOQ$]U.9OP#D+0L8LM&W=9N^99E*.$OWH3(HQ-9OX_*K)C,)IH_D'68@/H&W66%GV"*
(,J$% M&UGMSI Y,)\LD*>0O-02I6J=>_H43=T&"PY$P7"8C1=)WQ"[4:YWLRR/G);B MI$L.DN?$/AXL^& "...XR0HC8^%TH'N
RFX#"I/#L(78^@9FK=5S(,6OM1F M^9Q.$2-J@[8"@JZ(XI+1+K3._GB,8.;E2G P%94L(K;M=#Z%KYI&MI[%B#47SW#+1W-?)9#\"YZ 9)GNIR4*
MYQ"Y=!!2BED[+B)KW?&H =D_1O[=<-2.\9^FD'PW9LG0+;\B!?7^3SS_@G]? M+;S0W<] MO^__7)VA)@]"6
*%6"7(O)*NME04#K:*3K'C+3AE%>)C0'V';X>FP?(ATGR>$_M"9-([C%RD;'>/CF1O\(RN,,:SA/%H"3]+(/^Z MNEB?*
%2&LL71<62FUJU\6X!AQ5EJ'GD4OK1N=7$8I?,&29XCC8?+=_;6CVNO"BT[K>-
-NDBV$^H(B=E0Q{(5LIIT!NT+WNJU/,\G)$)DTH'/-62]}@HMT@T1N#E[+))A]TK3[' MRJO94UKS\/-N ,3F55BOZ6-?<'-
,Y/BA;S4^@XBM5&]G*M;S#*UGH5T(&S MUI*L2=.XH#DP6=WL)'U4K5,IOJ?@^'DKA%O MUY]V&IF9N%+60]@ ('<#ZV3V] MEZO?*
Z[^HH]@VV&Y;^QQU'M"ZH@/Q0W#R6.5N\EYME,1$0&6<=?))Z^6I5?]# MQB%27$W TB[TRWWZ]_?KMO
{7C&503I6&>5K+;"K;H%AICBZY6/K$89/D#3O ML]=T[U4[.70#J]>?L;HL84(+=T6(0(S)DJ@)H) M%K5C,;:.RQA&V=PZJR$8[@5:4\ET@+
<_EFM,52SV5;+?.NN"N?5ZOM?^\R\SXA[3#7H_BZ7%DO_(>SK@A]D;L MD[=5$.#HF$)ORG L(4O1/QR$*GS/NB?6H&VEET'$/U^@__$VB4&\XLO]-
L/ M]UP8_"P486T(%FP&137IB8C)."TKQ@%3SZU+C\?2^.\S_-3@G)2:?6.QI\7 MFU1O@;=ABV]PG4@69YP'H2+#FK%8WR*,=.R $;J7*RM%?ZM.*
*{6,I7'>5_;9 MT'BLM/JM2+B,@>\##IMM@R>AN]]^B3T!*G3/ FY4I1+Z(+EN];M;IH^"7V/[LJ^,T*H5THZ8!+)6]+:08R%X&Q,SMP$IIKOZ2X5*
*M<_NL!TOY%<5GX25["&F<9W/(IKUCZ)GS=Y>8\4*2CN$%K#.BH MD/;N9.VUYT&DY)G/J*1MQ_=#J>WJBAJ#FD%!@/8"Z^(J&[#3GR_NUM>P'(..*
*MV0!7UM=>1P8 'TIK5Q?EY+ \5EC/")17A3*A6!:#)8O! M1]I>T@(HG?!,6^?M"$\,P"^LR<,MJ M75\DBX+V"\A0.ZVRMF5H+]GQJ\;']0*
5B=A^S/2:62.$D>4I!<07&1\=K-5_*31E<>(G00_-Q5AU\3,8W'HK_$XA(_MU!Y9$[QG?]O@&4\\J^0BB$16@6(]@%>:F&@#6]:L8[U;*0'2!F$*^\,$-6"*
*MU0?KKR^XCJMI7YWW59S+#R_6Z[#\<%G'25(V+U=+6GY;BR_?X7*Q6K]:,8][M73APJ4;/#2TVVNC]X6>,VYK'<+[:U'YY5S"-*
VK/(H@7':P)X1@G1,P,LL,!Y MMB6FUNG,]U-R_ BWN/UM2=^ZJ$R^S&XOJ$6MI@%9N !5/(>@> :?))T@.IU1
*MMW8D[R%CWA>$!G*_.Y'M.%9W8+]_OX5=W57$I%A4&5#5MK;2ZEH*P8"E7'Q0 M)0MLG:AZEXKYL7*48!\%RF@N=X>3&U/"6-*

*)>LYPAZ1H&04N&G._1LD]1:,X=_MWZ%-#P]:=X,7]XGD!PJU=64+.Y V?R^6G[8UEI/XM9[^G\NRX&% MQZIGB2\R)%M(3#,H V*F)E-PC9_![R'CGG?FUM?3$=$ND.T[$^44"[Q5"18 M7@?%95''5^8$Q0O+E376\,8Y#/=2,G/BS-$2?@(R![''[*[*

]#)_+VY68%R>+9Y2Y/7%IDABDZN="2PJB#J(D$4(Q4\12'B2L'FS5*;P MJ-K*HCN W;_12@Q8")]{34'57-L8O9(G HYN.RL%JT?SQZB97[[N;'8'P76 M@3*8W^]*N SKQ>KU\[JW"9,:9=$,+)+AKS 4\++X.D$W:X6*%/LMM?2PEW7[MXSUAXE")K=JQKQOIO__S;J M/ MS^\1323]P]C7R3UR?=G^_JTNM%B>,8D'"K$:9% (3OE4[]^4Z#8V,;=^H7R ME'F3%J<-[Q[&[^Y@\VM(N'^BCX%9'TT'"%@L#96N)KW$!K,V,#D,6WK?NLO(0 M+?-?-4<+^E'P'.CU[M#SVY*^C)M=I?BN17'>UXN'#WA6@PP^(H6.5"]-.4(0UY---87B:B67YP&X-^M%0GZ6-MI!*.W$VR2&/U8K(!YX($EW+RSMJBFZ=-#R9NWMJ/F0!W@%QZ!EPMI-I\7)WG-M]^N0%\L//X>OFS,6N?-.VEI,JD$9)!8F5VM+O4[1ZYAEZZMS%('S5H><%'A'

MR^=9@*_.I%T42=M.9D'K.UDV&\;NX?SL,/GSYA?AO-S.JC+34AUK8D* M"AY=:O*"@N$;G,:@@!7/5#8"1'V$4);^%&,F)H;$8V8Y)MNZ=\#I"@IX*)K%M4B!%SD!Y;2$F'<%9(7S2S#(^;=9OOP4%8^0^I*!@#*N[NTMWS_&:.:$Y%U0E2 M3H%BF4.4@9QS\I2T8NAYF18L?184C!+LTP4%8[C<'4YNO-MJG2W=]&0$<%Z-M@)J;Z((%HM^C<,YF-^WC0$^Y+L?(>&A!P1B&SY_;_"#;G1/%AH4"Y ;7AS.E M(<3D("DM0M":2Q:>-&^>>T'!**F.+B@8P^(NE,UZ\6Q44W0/,:5V\7FW_M#A5J MH9&1UZ$]H4\A(156$$+8.H.*A]0$:O^CIZ?VQQ47Z>

7VAM;26SK1_OB.@KWCB,9)=M6)S M%X;U/W'QX6.M^:./A@_X?6.2&[T&=QP[(P^R.,DS1!-RG11 ?T+R2@J=.&.L M+"]VKA\91>"\AO>$*)M.3!UHJ@)fK!&O?NH_22!+GO35/C\,FHNH B?=R{BQ*\F>8CX"L&]PF2 A.!+ EF>BT M,4GA*8RR>9/E)D35\6SO$#OI,W&&T:100@&E:N8R(C$FI^H>

<^Z%L:ZDUF]O M#Y R;Y?#^+G-;W6W,],C?DS6I+ZR[V;4TWJW+CG_SR5S]_R)BK=![+(1FY MY ES>&;8+M:+[0(W5V+[]7NQW0UR[!-RD\Q*HH-4:N>(4),,?61@@RX8 MLXXRRL:<:;N#OGS_@Q#W<"[1R47<@:ESY)Y_^GK_!RX+67.QD@<')2:4LL= MN)0*)E+<@ESY]T#*51-NIY=DI].C]'9"=2>0Z?;TW!B?EBU:A8&\Y%03UWU0 M$- 6$(7VPX,H9 V?Y CT,I>P&_, O6!DIQ_. N%ZOUR]H%;KU=T(%_1:;G MYN<+)+3H_6N;424SYAQ@5.RRBU7@)8%T)B2M8K1NZ)26]F]&HCA6?,,0-RK\@N\ F149).E$7I4"_F MUM@<>Y"8>9\ )D%;6P', ^JA^>6C>XF:[7]3MO@A\KB7HBV6^]>L_EHOMVW=_ M;'9_O=^H-":)X (X4?.WL]#@N?#@,XN()6MKW$!M=C 1\SX23*C+3B.6+I(Z MOCM*5X=(R0\1]"RSBG+G%AH' <4KDC-2G2Q]:/Y/63,.SOH=/KK *9W< <> MZ6=?/^9)$;3U1H#'4ENGN-[]WQ4(/IC D=-O6J@]'%1Q.#<>(T,;R1A/<8^>_Y3*/7]*<(;/1L_6V9ZZ;5W]X1T5E/1@)9"2P84(5) MB#'49F$%>4DIV=AZ>-$CY+1IR$N?WO>X^0F76!;;,YX\)Z,7002D$R5K[T5+ METI-R7+9:F.;=^QX@)0>>]D>CX3[F_>Q_>>6PS]=+!$A[;RIK6OB8KG[X%$J MY;'O-=(M@TENI&3N6:\V$-QLV.1S4]?;_RT+_Z)A8Z&C+6?H@*E4G6W%$(2)=ID M2HY\NKD,PVB<5WE-B+"',V0F$%X';L(]N!JJ)R-?Z\0A#DQY3MO(*\=&7\H_F M6]H"C$6R2B% M 7*M4"5?=&C=Z>!)HOI0:4>)?@"<#I?#[^L/X5-W<+_P?7J*J+MG3),DDDE M:D-C%CT9E=Q4/9]E$LG),/2AX<[^X/#$:);M>-CG_KE.F1BDG#&9@DET%E1MVB1PJ4XHSH(.CU(VZ=:UG8_1TTL<=I[;ZS"Q= 2Q&Q;F2^+8@L2U^^']BPW MEY3QLR!+LMDJH"-9,^Z< (>,!L:+4-%ITN&M[?4Q]'6GR0Y$Q0-P:RZB#N!W M-27N_6JO];\VBYM7N'U=7H;-Q_W?Y+.2!6EKIZ'4)N?*&U>+]1-(#-[Z8JW MUCWIQM WKP;<#'Z3B:@#^-VDO3X4W&#>F>.H=!0&LB476GE7>>8S9*F#8S79 M4[6^7Q\A9]Z4M_5=@*;WX\659S>##6T]D#_N;AQ(Q;V);<]2=4B1]:L,;K+PY.OC,:B^* MKA.[(C%267+*HE<%7+'*\ZEB:V3CX93-V\"W"EU?POQ= "\OZU6^<_%^?F9 MB48&@0F"9J2],7((1G@0A0>C'".5W3KT>K7V(-#89P>.@UC; 23N ?OU**+?M[(+G2^=2?XT^QLT.GP_];GHQ$L.CHL-]C] M9E\H]V:]2'@]T.[J.JP)8+4>I>;88;Y(NR+/?59I+B5B"@F\J*50)=*?R&R" MD+Q@07,9\U2V;9,-#NILV>+_=-+N=_E 8Y>I%%NX'&;:Y0PN"?B+7Y>K:O/_RUQB_%L1&$)>*Z) MJ(@'!1JR*@+3X%K,JL;)\(]0.O1,:SW+49??]X%,I8?](@MMSKQ R;.PD))AMH&(V$#6=EV)LDBRR0JYEXTT^2,S,N58M<"'GL743QC];]?1FO:*-;[_2W]"_^L7:PP3ZJZ1%)Q&L1W#EJFU'M"IJ#8HA.=0 01$P?%M*@5RA)8\IZ9M[(7PS8<\CB>S4TTY!CL/ISI/(ZP9O9C->GL]^,?ZB(?S78YER-F@JEET6?+: M9[Z^8RD%L2#RH(WQ?E#/3EKE!MKHIVND/4I +QG.$XE]U5H&

*4EO"O#$(JB0:BB8.S)60IU0ETHG2$W6:&U8'209&G*6K_./$25BXPI9*,>*SK<8/I_/JR^_+_[+UY"M8__#-3*NUYL1!FV$MCJ*@QU$RUZMEG[LKJ:9ZN(T2X&N9&V)],C 11/)>:* M*59DU]J^[<;R\V3?M\:385(6#NA\!D7Z%6)*M"I(4/"A99+*MJ_T>HZ=W7+SX1\Z[: M"SP=6[K7Z*D?O813RMMP?U2.L0>]D]#;G2X;GPW3$%BRI;$M='=IBZ!Z]TI72:_OW>!!J6D7GMA^<=*CHA>AYM.3B'Y0'7S MS\7VX]_#^E]8DXCS9=7C**4P\&.5YF2?3A&,8^V<(-CEV-Q04+N=CA/]HY^8 M-?WY= (?PL9YQ$SFVMGE;C[MS+1K3_50D_+A+S8@\>_+SXOZT?=D.OY$?_FO M)F3>_>HLCM.3LK@"U2",S.@K?T7%YT(-MZK]6?U]3UU8#/O#I6>SG@P3W.&]F%N"W.W7Q"?,O=;K.I__",="'[?'OCN+ M)3Q*= .XTL/!V[P\7VWP_>H;N?49H^'I>^+[L]3FC3^"P[C4K3PG$N,\A6]- MI->)T'Y;YL671;[8YV0=(ZA;GYK7*7N[=U>W4B2EC MD_/#_>&)=A,^+(V>G#==:L1;=B[?O M)H'%T^O-FZ=U0G@,9OW/E=/V10<+IX&GMSN9[MD,C?Z;8 AR>&M8K\1SB\;B.:>;PZ240T]\>I#HYGCD&\;<7G-R?UGO M\3Y>/>_7]37-PGB#XR#[<*M;;V M^8+KKZ_+G;7N@.$@W]:X(@CN__JU3+'1YGO_>!L ;(Q\KEY6!]CR\Q*MJ;3 MJLEZQUP=+3YON_>)]]"^;X:Q(1_ZW> 2:R3H4+YSPO ?UX 1LGFU6KY"E#:E=JAE,(1-U]5OMC-5.ME3[\U=ER(_^5Y9,,ZN<"?+7;_C=^NZFQ53[RD 5F2XEL<%D^R;;9)?PK?72U MQ*N=MG@0?>"3LZ5&'BK%QUG3E]Q^OL#WJ]H#>KE!VF?ME)%VIO6QRG;,,K,] M=C>2\! F=BCV?RQ6YSLVOR[_M?J$+R^[=?T>_JQ"]H\N-M_#>4L$#.%GAS"@-M'?_O13A?E$7:4_\^_/43+K'4-A$30.')\>=]JF\)AZ%\[0L2I,:.PW)/\&^? M/M>NM+2!RYEM;6RWPU:<+S>@$2C&<;8?#ZREB??(9^=+(&C@A/5IZ]U#8&;_M^O9G!PFQUC7TSSJZ%5@A1OR"]_B;F+1MJ?)DIYQ#*#A-Q5Z&L\#WO- GKS M9:H.H.^_W"3[YQ%BXG3^O E?_[&YT=NF=>+/D.\?<:Z).3^+\XGIMO\7@W<_-R!Y#JA['OR M%M@HB>3A#\^7??6H*%;_?WM7L-LV#D3O^S5MT;TNX,9)$*"(C<0-D*,LRHX* M6O22M-O_9*RK=@R15'D>&<*^%(4+? X\QXYIH8SY#!>D*6;%@) IP\4S)J2 M?JZ%QW'\(A]CTB.(&TLO*;>@:)TD'"M5?P_?VFN]8G7^L1AVK"?,U%_CZ-63!+HPV']I/NI%N$^(XMRG*IZZZE2E4OF5F\SYO5 M;I>W4KJ:S?F=D*,UG_-7":'9X-$P=VI=B@D_^@C(;FTV+JKG;7ZC-)"Z3E#,MG5V@B#XRL#]^H'6*UN@R"ZV/?1%&!1&5IE*""]7&Q%M/$5IU$(*=I?M7OX]^ M2;:LB0!2N?#PK@H."GL>"JB(<^'MR)!Q\/)X'IE<;OXQ>Y3QVY_YWQI=E!/ M:ZG9N0O0*$1L.+PFS8&#V806?I7>5NQ.WO=Q631.'$O*VOXS5:R5VG/TEFU M"%7L1[55F@%,@.4C$AVO?!H*.+*1YXK]O'JH]O:W+6W[8S8;KQ+B]SQ^5!I! M(WJV)-./%U>C(/+L7;.=^.'^>]FV@-,D^&CH6T*8:9'-+UTHLA(319[-R:+ M>@8W;@#/CNA!T=H\P6-(%-G89%CRW;LTTMP39 M%RJ@IA3$^&C-K3#S"5_"[-==BLS6Q24?91[CH/WH^_XR'8YB)WKWUL+42I^C MX55;I)5?4FL[N1'/!2_L2\7[.93<<>)&Q#O_C[/+RPMV>9DQA36U6)/%HLP-M[ET%L];ZT?%"8)R6P7QAQ\RBD/=2;-8/2FT %?7AHNU]8^-H/T?8$?7-WMW/M&D.A5/3AHNTX8Z-K/T?H:U',A,XX1/M>&PQMEI3H->3D-E^A4:XW&>?OTZQD M0$*Y(-'N0XG7R\,,=DV5/7(W%M9?C4"AL0L3[9J32.%ZN,'>=AX*^D?;)5AL M[3%NZ$D=I?90P\A]6K+CB($I(@N;+SK10"T])!%(90VIH('U$YDO(M!4N)] M'U'H=3Z;4K_;ITUV5)K/FU7]A-NX7!AC"N,ME+H#A*[)R12[C@JL3\;6V'F M1=4_(O7C;V^"&Y:?--27Y+"A*X8B<[=Q5!)3O_'0C]4N5@!Y="#!L"[:01, MZV[:R"E\EF2^E-*>@8(4)Y4[BJ167E'^+&>[Y-?,**'CA&D-Z7LTT#RR"WR MB7XKY(77MWN,(*DI);X&DH>]JK/YAF?R>ZDTX%%W-V]0G)326;T$80MX'EE2 M,R$=D$'5"I2267YJT#/_A^/+V ?=I"2E%)9@60A2GIXG[S9N\'7RE>O%?,,_M_"EVD(A4$EA>>M!W.ZV==^KR6C!?N&6KNALAX!">;""]*+4L+(M0PJ%%#_{JV;'0$$"4(8!>9<@U-VM1PK.ACJ;%I&7_7;'IF2@&[AO]B6;],<)G("(_^!V;?&2<_:0@7U2T)B6W$O: M@D+3QLNV4Q5"W;4CSAVO!.:ZW3K'@EIY;L[M)>1Z\SK6&KK>PGZ]A7U81DM+_M/BOD2DT6,\G,_(+9S7M@T=;0L#U"/S'H.P5K%<3+C:=(:/WS0_=P#O>I2#(K_M=?+V^@0*K1$^4I03I!5>=KPXO.G^=^?[:Z&B;4NV!W/EDGR=&&B-;D/TZF'_M$OQT_B4T\\"B=;4/DZV?&!(!L+;+-L%D&B((GL"A=;3'!$(7$82"X4RN*@T;M"X\@T7K9XT/A.2&T(B&08-VH:&WL27&0G&R'#P:Y*G>/P@-%PC8B7N=Z3#3L MX(.$5K>_UZ6$E*H%B->7'J.4EPT20HTW.\)&J@\!+K,8\1I,T:"ENC;5;RY/X&#RY>GWB,8%YN_HSCX*G@96XF[J M3+X_?!0BZ?]$G3W\73ZB[__#_C'/5/'/7_\!4$L#!!0 (/B" 5DZ,-UY MGG_"),B%0 3 97@Q.@*Q.C(P.OQ,"UQ+FAT;>RI:7/;2)8Y%OW^'MRJ MZ7JE"UH:K7LFHJ@;E*W=Y&4E5/WRJO)(&DB#((L+!(9O_Z>Y;7_#PHDNDO/R?I=90F__U#*O8'A_L[(M[;'Q[N;1\X?[_[?W SP*M_,S53W-Y'__,$[SK9'$]I\\W)G4KV[2I!Z]I[&UO_^V' MUGVU_%QOB2R]RE_2;.'JL(!O4Y?C(BO*ES]NT_^]PBM;0S%.L^G+_W.9CF45 MO9WK\^^79A_?1'Z?G%_"_/_\='I(?-O]YHKR"+QP4=5V,^27.E_S95'4ZG/)/ M:9[(K_GC+DZ/Z=-ZW>U>^[N6?M'>S!?%\ FRA/G78I!)_Q2WZ#6;I?H!<_! M5U43D?_W#[L_S'RX)O\$2%ID:1(A+5^IBW4QF;TR$4D"6_7E=M2CP>W;_TY+M=&]&,V1YBCUS?OK'A[=_G+W_-3H^/STYNXSZ[T^B7W_OG_??7_X[ZO]Z?GKZM[O3]Y1TYS]M/2TBNBBHJAM$[,8UZAQT2H^OX+6)O^-_V8G>=_OKN2E L/83T!#3JBY% MG5[+]'^%"BTRU#'J$# UD?&/]_D^]1.>O/M[08$)"LQJ-OR___W;':_+_/] MU^G;MQ?1F_[YKQ\B.V_OI[T.!\&/L__O]]]X5:.WER=K>Q3\HTCAO6^E2*)^ M"8K2%>@6#_J4EMV-W@?U;;_\/$!)Y3E9G\?Y?E'_*?NZ*#Z539[+\@GHZ?'Z MW.?@<9UHDZ)*Z]3(7Y8R(U]]5M-?>6V?40,X!QOZOE'5]WETFNS;K&[>0KW MC*=P9)25B;B26X-2BD],8@@D>2FR&S&M?KB7-_&6>=[RE=YS#$\CD7&!ZC(0 MLT$##._ZX9=+TF>+(2C.,+^\OH_H7"=U^*"[?[1S)VWX/J/V>MW#G;LIV?<9 M]K"[?;C[U4<]V.T>'>Q]]6'WN[W]Y4^ZHX8.M]^5'NA)057? MM+@-/6X](\WYZ*6 M(':0^<%-,,.YGM2%:3?!;NBGZQMI/17(D__0S^1#*CB)O@*UHJ&MQT.04BN MI*(G)6)62(;^NIZ1M_4HZ)L2D>9C64QP%4.1^SI1[44H+7H %7<*1"S8C&@ M?GA&FK>V,!.[I9WFUVE9:-L<],HZA'K6BIY!8#ZBIY4B%F!&6!!/"/-<3&> M9*G OF@W:3V*WHJ;BD1G_ZJ45,1N/9DJPS[(S_4A[XM0F_D0*GI2/&;E9P_"M\8PT9_FUK*AD';O78?VGT44MZB9HF6M$Q" E'T+%74]*R*R4#(@?GI$FH'&N M&<&*'1'P0%3V!H'#RT .HAV>T.3T_N^@'D;@^!LB\4%4]*1VP!&)H3;',]J< MI%6<%553AE2?-:+;BV4^]2 7[T)%3ZH$'+D8&N[Z11MF4*5)*LJ0[;-6=`L1 M,-\>0,4]3TH!',D82F\\HTT_K].M2UF619E68PI><[3Z]XM^]%'495K443_M(>LUHFF0F@^BHB<% ([4#+4WGM&&I.9Q49;-A&ADX@3]>'VD&>/HB*GE0../(TU.)X1IMWA#H:7=1%_"E(QO6AVU'H M.?D *NY[4B+@2,90CN,:;8KL6N9QP M:(YH%J?@@*GJ2^.](Q5!SXQEMSL9C MC7 10COK2<(@)!]$14_R_ATA&0IK/*/.,3;ZJ+%5>712Q$UH"KEF] L2\B%4M//"D#L"1D*&HQC/:](=#H(Y,(HNE=I97=5HW>%.0E>M#R2 K'T1%3PH$K*P, M+71]HPV(R./3]T$FK@_%;I.)>I+?;_>?[T.X>U+ET-<=W_X(#=_\HLSQA_K0:OY>:.[F&VD,E'P5%'7Z/1S+?,J>$;6BJ*W'1-!9*ZBXJ$G)1U69(;:4L](DS4B8!#T MP6-R3\]UI,Y&J__[P6/B&VELZ@BB5KMX_Q_JD2RC,VS[/';Z0/](\I:EMF4 M^IK*4F+G@&.192$Y;XW(?K2L)C_{U3M0\84GE3I6K@:WBF>D>5_ "DIR0YMN MIJ?7(8=Y0:AX%+J8/H2*GM3J6#$9\+L\(\WIY[2J485DY1+C=TU4:.CV)*G:9 /H:.*FM&NR_<'T+%(T]J M=:.QP#"A99738D7@+!<'YH&H?D@*GI2MRF.%9@#H\HPTKXOB$V._GN.EQ K+B2+:.0X1-,TUHNE1:%3U$"IZ4B!CA6; M[_*,--2Z;^M<(CY-XH;(@Y1<'R(&*?D@*GI2'V*E9#P\HPTQ\5XDJ5DCM^D MJA?E5(&/*\U(^?1RC9_?Z_%()/Z=V?)U<"'^.9)45%UWLL2C\[T6KZZ M29-ZI%?%>8])!W+;/B(&59$U[?)''-K&P%NR?'SB[N">M4>;W\R+VJ1-MCGS93KN[S5-7Q!)ZL[K6S5JK]<]W%E^^4N'-M/>QN'^Y^]5$/=KM'!WM??=C];F]_^9/NJ$&?NEW*[VQ[4DUF]:D]^<9:7ZO M=%PCEC()NM,:D6ZU[A1DXRU4]*0 RREC"?A^GM&FGS#PA\BB7QM1BKPNRB_B MUXB_1Z%++W4.HZ$E=D2,B0ZF?9I1YTV114TM>O5"),D(JK1+W;Y.,,O^T[K/[^ M+@1)SY/*]+Z&^3@+.,!]^4>;JZ:\!Y&-MJ1?$? #YN"?G>E+\I57_@#RX1MI MSO)$#FJ9A'K*]:(;7I.D0>0T9/*+RL9 TR'9Z1YF\H\B,0U(EAO>]D>"B+Q M#F3<\:2NRXK$,GA&6G>-'DB,#L3D?-'(K_2!93]JD\U%5V(3/^B+D=I'N Z MU!#2O>VO<0.GI2[F5E:<#K\(PTY[*JRY1ZM"KH#B4Y/Y9RHG[@3B7!0%]'_M^O:V0WWZ0\CH22F8E:_!U,,STF@)FE[+4*>TEA3L;8?DUX>0T9/R+RLC X;'M9Z2Y+&%$$7/?.RJU[_^:9:*.J1XK1,=>]LA!_8!9-5UI-C#2LH W.$9:<[R M:] G@PJY9F0+@O%A9/2DQ,,*QH#5X1EI^B 3$PTM_(\F3XLR.I&#.CHIXB;(MRS6C9F]I\4V0EWAEI\STCS)JU@ :-_2U%VH\N1C%X795GPIW!S&Z/D0.8O1!9-SSI*3"24P/9?N>T<:VGSPN MKA&[/2B:ZT2^6R5D*%?Z/D2])P43?5.5&LI2/-K[_WS_OO+_\=Q/OZT*S7 MNR79/HCWH/3/L*XG=2):Z3\,U:B^D4;A.OA M$ 3E*C+N>\4CSAVO+=@&C -UY*040^C(R>5'E8$1F*53TCS=M4 M#-(L9672"LFHK[I%!&FY/K0,TO)A9/2DWL-*RU".ZAEI_B526,4J*)3K2L!>M;UF'8A"1=R&C)X4>5D2&>E//2&/EXD_OMCI'.Y2_8]1O[OH!F7!GLI.= SC ME^F@X;].ZSC(T?6A[W0*ODA9/2D*L1*RU"'7ZAEI4)E,\P9661OFTR@UX=\04 ^C(R>U'M8 1GJ M4STC3;^I1T4Y'^X*N?V MJ#KG,@C,]2-G$)@/(Z,G115.9GHH1_6,-J]%_JEL)G4\)#2&=-2-=D(X/(Z,G M506.=*

*R%.Y[1YO1SG#6)3**+&S$)P9SU)&*Q=PL<E+>H07]V?\& M,>\792Y .XWZOX*H#^)!?8C6VPG8+ &;Y7ZLZTD5B_;Q' 5L%M](H_(L_L.)*

*MNR)/HC[1*IP,ZT/#6T^&("57DM&3&A4K)0,PBV>DZ2?C-$^K&G^DOH0RKU6Y M6!6=RRP5>2P[T=MTG-:F!,)*

*%=C0XCI^^T_]@ZV7\W_=VT_:+F?))QN/I)K M)Y1 /X",1Y[4%-G3+6#]>$8:;&>QZ(3#+N7I=9HT(LM">-J=@AL7"-Z-K;69EO\O=:##*I?W?67(U*

MB^>%!65*:TL948'Z*N;-*E'>EFG[@L_M;2M-TZWV,AD)\LO/@_*7NU!S_SLJ[4:XDEN#4HI/6V((W_E29#=B6K57_]24 M+7?I9U?*

*MEG>Z(XGR"@93%,%%P#@S4ML2JX3]O04+G(E))5_J?[Q*TFJ2B>G+ M-*=EHH=>M4::8Y2K(/!%%KT3-?PC*%!K1+W>[K)ZT" ?[T)&3PH1K7P,*

*M,%N>D>:XE$E:1Z]36ND@&}'GE&F'=G%)>G:],VWY]^^/TB2/CU M(5QO]Y:\QR#A@.18_P[J>E"!JK,^W'0]^^?*/-^P)64 9=?XU(=NM)$*3B2C)Z*

M4J;G2,50X.49;52CQ)]^W#]Z%?7',D^"1V3-2-C;#8F<#R&C)^5>CI0,A4> MT>;T\T3FE51B\BQ/Y#A/ZRG_>2+&XDI&+$F#X%P?JO9V;\$-*

"X)S%1EW/"GZ M<@1G!?RC3;Z7(A3WOM5\2L9M,LUHF!O;YDG*PC)NY#1DVHO1TB&.B'?-.4 MU^FUR()87!^;]?9"7^V'D-&34BY'+*

(8E&TXPC(D_'M'&UA$!;L71./ZT"V(QH>1T9.J#4T:;7PM8Q!QQB-Z* M&[:S_]&4:96DL;6\CXN\0ES,N@ A6EZGL41Y^K$LXF")KQ6U@T!]$!GW/"F1 MA)

*M\8 K(T,QCF?$^4T*7.*@.ZX1S8)>"G%P?&O;V \#= \BX M[TE=@"LG0]F-9\1Y7T3]Y#JMBG(:%67T)DV:.!7PQ[FL)D5>I2%1;-U(&L3F MP\CH2=V *S9#*

*(8YGQ#DN&E0P)Z*LJP4IYWH-(,_RB)/X^CTLXR;H'NN%X%[M^Z&8\2%D]*2>P!6BH6S',^+\)?M&//O8OS]\\^?$;N%;Z[]<@/X1E)]X(K+4-*

7C&7%L.A))8(+G![?#PCSJP" M>BZO1(F+'O7S:7313"9%B5KG_[PY#K)SC>C:VP]-)QY"1D^]%5S9&0C"]?'"3WG-^(*

M3B]W#S3!TQQKR%YN\6V@+_\/"AG9N;,0'W;(:VJ]%+Z]%)F K/?7MVD23W2 MA'&>4A/>MH^(055D3:W\$8>]8HGI=H_/7SLXIZWT>FMN-5:MU-*

)K[G]'I=V) M5W)K4$KQ:4L,X3-?BNQ&3*OV8HR!PN[*SR[.+>]WN[VEUU8->]0]VO_ZHQ[L=0^V# ^XT[!U5H_M*Z\>7QW/R MK@$14^)=H%

(<_W9Z\OO;TPO#HM^\'>Z,U#KRHP/P-Z+V>NA0+SPIE+B(1S)I M0.SM?+T>O'Q0>;0=X?C:NL=N"QSW;2-FXW%:K^J;Z7?C\N_BD#K]W]_.7I]=

MAC/]N1 ;NS.7D%.1_V'2<+O3;@_Q0>]*#JP>_$TESZNBC+X@9#N>?RKT96]?/GSIW G;X32W/G&0A-D<E_*

MW.1SY\WCP)F^D\IPIH;GH3IC#)])_+S))SN_A-+<^FYO"ZR:T\+T2.4O39 MR]"3<+[[3RS-GQ>D>;Z%Z]\%;YX&SO2=5(8S9=R4:3V-*

*^E>EI*S7Y\Z<;P)S M^DX]S9S'Q7B2I60881F.H0)/G_I^6M@4-])I1GTG:A9>IX@>.GIYUKFU7=D M(_T6.-5W4EE1:G#0OI^C_BSPI^^D,GHHV.\RCZ??*

*TT'_CZT>XAK\8VLO*GO M-$,^K:A#8E'6PR)+"^L;_8Y8]I^!4WTG5/#VS_. MWO\;'9^?GIQ=1OWW)]&OO_?/^^\O_QWU?ST_/7UW^OZR$R4":[E%Q8;*

<-.H=_M=]=[9V\3C284B]+&!?Y573\]L/O)\>]L)/.]'9^^-N)+;#[C2@ER(IR MH<3.C@4IQG(LA/5(^E O46H>^{C}1P8=<$7WTK,9&-.,(S_HH?*

*XM<@_M>]E M$*2SR[/7_??_[$3ON_TNO:B? 'G3]BYIVX%*#ZO> 2T_@WTH2Y'Q+_2TXWSF M=W:7[NVU(O0E+*)>[ZADBQL(6H]$W5K@L?*

*@D*2Y4H;95NT^![J2[@41T\BDN9 MP"W%7*=,&;V[1)X2\1,H$LXT#2J8=5XQ+(8\U_X(?B_DS+%M_!GV:35Z%*6P!_$ES3< M,R+Y!%M4RX06?*

*Z"S>IA<\V3!3409HQ'N5EBG@8R;2EKB3!K8P!7,,)%57*8# MN)3FD5ZMQ__&E449*@*_CRW7GVJ"/_S2C:/(^1S#S@@U=#$DN,"P&T#@)2*L1*

M75<[;"ABZE8!^V4HRY+O3'G022EC2: ;(=A'#$91>L143_-8;[/@_O[($@(CB2;\FKC09'"^/JHP$7'PP'L MDZRX0;S[%Z^^|-.?5./JGU^>';\]=?PW:S/Y5?

*OWY/3-V7LXRC^\OYC_L+LI M@[WM']:=BTVU>K<7>2HI3^00>C>A4[1Z8E';K_C (ND(:HEQWK((X*V.T0-MXTB-*

H@7QE+D=#!6$QFGPQ2&&$BX]2%"P3-.^NG'%SL[VZ_\Y"&P) XB!MZK M4RS911/\29F)EJOWBCBC(AZI9([J8^S,,L=91@GHN/0!I.XF:!"U5%?0FC!A

M59V^H;&"N7@C)BB*67;O.HW5\ Z46^7+*R>L; &LKZ1,F/CA=^[UYT2>.. M+DM\IC]&& T4*C?5-*

519RRAKL!;ZF:.);P6XD[)=6N.9B?'6K1LYMD3=7X M$OE!08 MMD26&]&=G4A9$VQEHM.M3$DSIEN<0;J1R#)@>U%;'D4K+RK1YDMD378;[!C6

*MI'#T?@:?7<[SQ-:+*GS\?N\YWCB5-(+KX\.8\.E$TTK;UU -NAE._<@]]Y\Q7 M1E6"&@W91RB.U7*;CU+#=)^)G>0W-*

\5_-2FIP'W@'%8&R,M4PK\$Z^8@SG!< M28 M :TB!DX&W6$LRRM^KL"+-RG^^(^C\,2YP0BUH(][V91_9-^:J,#XQTEWW%]/

*M86;UU,3K^#K.*1HT(*5!:XAP@?"G!C8)7P+F3Q5BW3(O%AO\Q)6N-L\MYM>-#M;6^(S2>U9\/N>;S=8XYW'_8- MG3,=) M?*

*%*1WV'71CJ,YK<4.@VJPC78V+*3UZC*R"A#I0(>9]WH3584'!+.%XVEC4(8 M3HXY%C*0]L'E0O.;IV)\49K#$^'J+4@;>2*L2^*>G?LN2C@.O\EA.)\FX*

*M&J?D.4RR++**'JWTGQE+//Z-L\KB8CR&%ZH;>*XH$=5$S$P#\SX"_JEW$D1 MC[0'>M$!:?2WV:3=P"N/P2LS)9!/SR^4W6.!;'1>L>T8/G5S?*

Y0;NA)C&8T% M9XMS)O$?B@2DCH=UM3H$?Q+8H%R@O^"Q_@?&!"AZ Z:!_PCO=/\I=S'-CS M$=E3-^OT,\J\/K$/:DL+&F8(?CSSC3.?

(N/#SG&B'VCB)&+:T3D_"^(I M/TCQ-(^SALI2<'![0T++##54H\BO/$-.7[@MFW:CZ&RX=%E >QQ(G!\E-0KR MYPES7ZFF:;(.W11>/V6Y/KNQC]

*3YRVIV-VRI3=\@S> ZH;6'"ZVG^L:9Z+! M\/L3KRGM*C]7Z(D5Q4@,BFNN^'1"PR;2C$ZFHJG;^<%^+B2S&IZ63[^>*#UY M'\MKM*Q4G; JW%TB41?*

*&\<$LOR5D/Y?GTB[=*9; XUD">,#Z9$2SL^>T*8M, M=%'3;*^XV!LS9.F+';OI1AO_.'?"7H)RVI3):54E TU!(;"#-AKD68(Y='1 MOU"N+H@';A;(I>/TNUOJ*

ZI H8=EI1:SA>".BMQ%Q--3=F-RR#DD#-TB9X@T M2]"0RTRY?U,%[Z_\;NS! X42-(6-#]ID -53AQ7LCN%[+#7"ZHZX)Q^89ED MGD["0A<*

*M354Q6JN5/ZSR;G<LRG3*DF9 4\Z5Y"Q MF0&=(9E"C=L47(!$#E"0$% R)1RVD$@)+U@%%3/Y13F2]61>A]EB<_P&H^R+UEV6MDW'%^ M-*

D$XF4EK8[$N:I$Y6&YHI$U@!#;!U-M4[%%_F*G=_BJ!FIS.A;.3%*%53<)_4JE]?(@;*XHXN-<+T#.BL1*

*MQ.@K\X'BUHWX/>I6!X'SC61ZF=$6S7UF3V]SS(B'2SH+WL,WO,7*0I0XY\@@_M"E:)]&][=\UNYUK8A-X>3H/; KL@ZQNP^3,%E)*!^EQ.5_E .^L3/.?TE?*

UN M[VD7>0;ZUO W!AN+&6HL*&I^DAS+#-B+M95;W//#M,2.' 8P$$W3"LX?Z,_M&E&BHQF.6]]+ 3698&AMW9;MNH-*

W8KGWUVVP,'YL4QC/N:O91:=_;\@)P_M#>'P8_>[,=5(.=6C$[]225?ZG^\@5CDHGIRS2GM::'7K4/W/W)'"@]O9 O M6].JN\WFE>I2H-ZL+G?IDH;%;U*

[]!IVCI9>!L Y^:J,KAMW9]NX<+G_T2X?M MO>B^V#U8]V%?W&G866SL [""%@7P&//$\1+LMTEM>7:^+R<++]V[D,$Z3))-? M78GKW29EME?*

+0K4IT2ZG?7F'A@]AY6CEEND?807ONH)6K0QK=N#^CTOO[_JHGP_\ON+U&^=<+=\?;X/KM,1L;LS7E@Y?02@F'G)L%9F_GLV;'5"

M;A6P#$6:45,NE;A#5U4B2#9E",0<<75L=@D!FW'B(S6_*S$/K>"<$6S=E:58 MJTDM[=(A< PVQ,.^SFEI"KW5RS!WB_+)O,X!JJ+!;N_) 33\7")RA\ M91[

<1W KF5'_)+L8>X$ESOQ2P.8"'N^2#,8#'?#Z8 M;3M.#8THY57F,:,*8?/FC=W-Z+5N2G4BH7*8J-/-D)(8PZ99$6L E19;RJ5 ME&ZY&:7P6%K=9?"9]9Q=-

*A'7#77:,J*OHY[FE]QK14U..E:R4U-KHI5!S^4T M.$;M>%8GV>EGK+&G[%W=URS2;;"F_[GI>DX+ ,ML.K94'56XT#'IJ>VU9I@B MBS>V -!J-2LL2'D-*

*!6B>%J#M?>L"M^?J_DXX$U@WBFGMP$L,. &<);\QY_K. MVAU*Q:#>]#NJ'>>G<;;;TQ"ZFE35T4C#XM$"DKX=H, B":086<.?7XF$/% M##/23IM0@C?-*

EE.5J,W+E&FTC$U"*@11FF"DFD%&"3^FL/2N^-NAF*Y1RN6 M\ZO]B3 0'!H?0U@@=]M51Q6(+0-6PIHQ[B8,IMI(!;BC'V MAYK#\4 >!DWM8)XMZ?*

*<;+_>!^ _=>@LQ;9!NOBU]1$P,H)AP>/SJ%!A>SS& M]@!K QL&P8\^;)#U1@?9>\HE#/OE$?9+6>+177H$,4]_\ELZR*W@"A"R5V MWW?[71+.[]+_-*

"/]Z]LZZ7:4VI26K1Z#?Q8I?$LF!9P& ^C,[!HG2-@U$1X6L MB\!NC\!NV+X^NA"9/U7^V&Y+(+!H1EB5&X(Q<0N"#JN: ?^QV:&[B'OHQH&(M@?M

09"Y?HK^;9]3?VZB4L(@EN(]C%6)I:[*3P2Z0X=84S?] JY&I'UZ M2,1&M8KPLQ7JKKU441$RF@D*M& BRGH7;*Z!_'29]#1U"W10#G/L%N80++1*

M0W"Z3M"O(T0VR=@^4YT,Y+T.:4460?M$@3=S -@)89Q^5OJ8OJF&Q2" 5FH= MH/^R@^3%3530@![$>8YH@"792(LJNYC0GI+J!=?W5Q$^/.B=H.1

'%Y/#OIM8&:H'@ M+XB]&1=-69%)]!DFVO!3]GB$QD!B13@=XHOA$!8YRHI8H1S.1F=N7_;-SC-A

MW<%F5##7"*40=64V+B#$%6*.M]'"%E0R:/H+.E6G@H$(L/#>Y.=$PAACH^8 M(V=]I.UQN87N?%>4&E&(&> .]]M'"(#HH\!98Y?*

*95+W3^;DUMOW]N=!1KJ C M<'A< '^S^D0!6-@.C!:(L<*3XC:)E3/956&"U9% +MB=R&,23>,O("!B>UVX,RSQ&::&ESNW'U'-9W:L5/*>\BX1Y*

MKSIP;'S>9/%@&;,R=D%"\CQ6_3"O1)I7#++$;4]X@2OQI@?HQD_A8P3JV9-._MQ-

Q!T0R)NW^ZR4^612QE4AG7OVMG8+H#4FZ"8'A"=3I7DU[P2L[,F'_?@Z?\[K.LHC]%URBY1'\CHTT@HN\B8,RN>1/,EZN-UI:_< M;NVB_[6==7F%F1;P

*&(7MH._S\91\FG3L>H<'_9*5_7=O=&6RFV_K]NSZQTV M@L2DM+./FT2F>1+=BS0!S?4NV-[H5<@+#;J-Y#FEAG] ,?V;1?EV6W61%ZW)*

ML%*A7>1CV+>/-"=TLCQT8RI17.?_Q175PC]75/+E"K%=[_TC$ED9+?$0-I? M%O3+31ERC+L$;K[_20E,D;-Z;R*E<^FZ5*DIR&82R[F8)D@7,/WX#*

*M.TFXI1K:BR3;YZC(_FKT48%XD90[WV:]V2[VW\BWZ2+D&F"\T]=GER=] M!P4Z(}>%,%&=-J({8LZC%=V4LU"Y*D4.91/G\2],I"44^H&4'& KY?)\V;4!*

*M1O8@:=:?U- GSIOM?^@'!L9"ZLFOTE5/BFR"]NQ,3&"QRKW(6ZQ_OJLHGK M!C?6N;2N1_G;=<+#ZH[ETC *43.C2R=O0=&#\"6;;D'BWPSY%X?@?E-*

'T|_P)6X;64_N#X:>45K7-V^88&TPY%T,DLG6$ M<3(M+ON@F?[TX][AJTIBCGG2_&+:![^@:.QHXNWZ#VM/$;.M+KF>;4?IA[?*

M;I(#M;O<&V;W9E5$68'W5*V20#,859$.:>\T<|SSW6N/>T12)):,|F|!>Q>UE$GR,)B -Q2 M4/\@W".PI^$0J=.\85V:]=>&^R/!?"DS/45E $85Z:0&Y9]?*

32QG78RT^ MEK/G6OOVF3BTL/YOD:MP^)1?/3T6H=@<^%/^?H!.40V(J11E2 MS!\EQ5PU[R-ZPY_-->.)?N5Q[EL+,,B(L)_+/H>MI2G5D9*

*%SX8)ZA.G!2= MO%+^7YWX/8UN1D5E+Z65:PL$R -?,S<.GB7DP9W[N#UUR=FFJ@^*<7UHTN M[I&GE%JJ4?76XCO]3&F\4?^I'<'V8*8%*

*<_)K)1H399&G,3KT85H*I(EA@#'@P M!9I*V4;NG1,023CO0)B:P<.'8)@U9:0;@<L)AA@0F;NIBZQ2]?A429O9WPGOF\G-*

5K23>>^(X>MA#C["'KD6:B4&:86G71TH: M\6'?L,/ P7]BE"VT4=KU;6X#:,I9:<@EY=YA^R%>.CW4\8' 7X_&7PCH):^+ M[!K)8DGB#?Q&1Z5<43#:-

!.WR6ABC'5CG+=E)C\+RNE72A^P^A/G]"U;0LL) MIY\G1=64"MZT:.JJ%A2%#EOS,;?FIY$!D6M'>!.H!GJ!==ZG MB@

C%VVIE,WHMQH,K4ZRO<]U1EG.NW3C!F++&XR\BJI11O"!8R\P^A?];MP)D."BOX3C8.L,2 M)+_"AIS;(\LXK4RRT+^P(G_K!"OR">"CR]E25Z*

CYCW4VFGN -F>2XI-(?W M])MZ5)0IPR2XM0,PI57F&00L M(D[-JB($EG+:C[|)\4"6P)R@]Y93FT.)1V(?>Q8!5^[O4_E26BJ@X9WMWA[E M>NX?T?

^<_JY3X$X;S+S@I&!@4A-#5Y?Q+7&:S=W]>TY5)_A;.P*9N$%(UZN& M5Q3^W3 RF9/1:0_!!9\SAT)KNU(DLHK+=&#QF^_K%E QNHA',FE4A@H"("U2

*MZN #EB/J@F==RI@!J=H7*BC6R!N;9Y!6L&94N85+4RL1V717(U-B@1T59X40&^:OX*

*MB10KD*Y)5U.X&3"U*L!9/XI,RS^5S:2&I3\N$H]0(8['8H)>]%X/.?N=UX%<&T--D560>U*6A9 MSIDA?^=I\W<.[[LH0:I\"ZFB355OY D>*

<;"SL,%4QU:YHB,^NOCPYER=9TL< M-Z$J_DZHFM@YRO%24%$@^R&X/!YCD$5,JSOO-KLO33KLJE7;P"'5K,7FZ$QV M;N<.G-

:R:L3%=W/7(/H[T8AB;60TW=SS[9U&>OK"YLR*&I],1@GI1:!*](6K8OV-B%R0GT(*

*MGQ5^M8L^DF["%\)KH@NRW5D^&YR2[6YO^V_11F^[NPT&906&]P1+/2L%)^.@ M$*SYJ@S<52%RT](0AR@NE+,G 7$=GAH$;U%1"NTM7**

*<[X)CJP:N4HI2(-I& M(X&-@L@P9-E(!1/*OA/N294(4SC3@I"E8FP\BORK4DIKY7O0<$4Q04!I6N@J58<9W:B*

M;..U/F1EP(W&.RFR3)0@%?.'XG9X;$_SA/KR)1KTJIG7AQ[5AHUHUZPJE!F0$4AHV!7>C96BC@:,3^#=H-),W M65&4G15ONDF7-*

*,*E)VU'VZ8$\UCU76C'(O6&<0"63XJXH5A?4"Z>2+EPMH?G M>H8K4)2#:8E H:?)F2VTO;+PVYG=*T9'L>UU&0-"UB,5&M>A9R4@YR3N@@$V*

MV+FMHM\B8H_1<6Q>:W/X+$'8^@;|$@6CS,$'<&A#.U M>HXF=QL1[WC2#,[,2;=F;_-%1ZNRK-$C&\3R4XEE-%6\$M'P? NL6-U3]=LT0-G=_\JJ/ MF7?

@-?.'W%[61UX#A@A.=9A7^=0Z+DPV6F&W:^(S7(LJD[VE-O<=D(=O"Q& M()7\TV_F/$ES+$#4L(PJ:4N%:=(9&$T>.E=L0\+.LE51+I'"&T;MA)=6(YDX*

M^6B4=&:62(EEACSB/#6$P! Y8R-2"IQ:)VSM&W/G(> QY;NE\-.,$F2U9$;< M[G1)>P;._RK[FAC?:LG$\<4\XQ MW\6>5BIXC&W?*

*J@;$P'5;.3;L783.DBVNI.*\P)1/4/405H)V;XA.W06SF59U M?O$(I\DZ(%S=HY4'/ -YN_Q<<@XBX">FI>5TZOQ^C<4:G.0W(_7OR1$*UHP/*

*MDX'4YTF"6\!D'J^G:^K-BMQH_'U..LP[XUDXS#N7"&O8Q"%O5716!R::B4(Z M5 ,Z"'..26O%:9?Z88_.L MC!UPT1%1E/*1C2?/>6V%]23N:[X,R$S ?*

T@P9H=&A'Q+&T6I+EP'I$_(]AM1 MZXE-'UH2I?3GUS5>.JO.I:#=W&$68SVOXSY.KSR#!GJ9$2V:4\\P217:D.+

MZ@]57IX3]N%RF^=+!,'7L2^5"RP>O5&HG_PUH5>#F& 429++DD\D\X!US, M?Q=4Y9B[&=W46AGSQ^F0^+,ITRD)593@6B[ZH"5ECFU&0J0P-*

[U=F%.K_P> M;OF.C31KAM%BK&_=B$.!5KL?7"Z>UP._5MFTG/%,F_/+#.K-1Y+]0:A_IT)]*

*ME1MRO>1Z_(SD^IRZ]Q5V.#;JR0L.5*I2^0AM@'2(#6V'#>'\DT^.6 [+GP<2*

M"YM<#\SS\T^(VWV7=_5,K'8^4,+U/1G1NAXX:6=E4C;5LZ]R0SR:%R+$+YXV M?G$4ZFH\T$W1+OL]%QX#9JE6-8P!LL&^[DURJ@XDL)GO#C#1]*

*(*U*KVV(J M'79:N20=5'GN4*YQ2Z8HGH@FR=!VOD*?O?[7M)UC M:@]39"U5GY^[,D*@I7>T#&Q'Z4KE0/MSDLJQ&Z20ZQM870Z7C>2/WT5'B*

M3@SM'5'2+A_8KRC,5Q#(4UZ711:)=H,$E2T^_-^'GICB[^TRJ2M:/^2P-_,&\-MW5YTW'W3/>]&:.*$?

OHIZV[WM[LIN=A:1C\@EMB'DTW.$&-\]6_2LJAJ40NBL M[K@-7=0_"4M&EM2Y)3#,85%,'7W.8'A_6(80>(;JGD%[<>1XDA53=415F/K*

MBUP_MT%E4D/&0(%\O3\[*)O80JK9O"G@YPXBLP8JRX+ #D>]8Q;B#,MH8DG_(EE+1;,RPNQM[M.YL&F8/>R6:G:2-6T:Z@A6$9W6EL8=WYUPNY\A-*

WYVS$!5_4U MML/.Y2\RIQ:RW3Q4JMH,*C<7 0232.U^,]VO$\;_G)2R5MNL:?IUHMY. M\'OWHGML%8H7>]V-3YN;QN<93HO'XD>,/OO @S9'BJ;$G,

*U82IVLB@^?C&M M:CE>#%P%/_;',*58D-N\!5 54O(>B[,L\"&0T2\V&^CY)7I^D0)&%MS8]XK8 MCPQOLJD=L=RGNZ,9?,8'%UU+J4$N4--E4)R?*

\1S731O!1;D7,:6B! Q^# W,1 MQ<'H^XD,DQ5-,@0Q(SO161YW,9WC1&;B!I-=X!,FZBL" M=SP6=\#YX][H&L(PX9&W:_6:7TPFPRU@@#"V!/)0U)U?

*J+#LJR3*WZXKW MSFSU$<%JO2UT[Q'0R3CK4T1XBJ+7I=W& 0]?V_9'@U%$%U2;\18^A08+K/[(MK IVWU\-4,@?EA446$.FT7$UC>E"@?+(3GT-(^#*

OHIZV[WM[LIN=A:1C\@EMB'DTW.$&-\]6_2LJAJ40NBL M[K@-7=0_"4M&EM2Y)3#,85%,'7W.8'A_6(80>(;JGD%[<>1XDA53=415F/K*

MBUP_MT%E4D/&0(%\O3\[*)O80JK9O"G@YPXBLP8JRX+ #D>]8Q;B#,MH8DG_(EE+1;,RPNQM[M.YL&F8/>R6:G:2-6T:Z@A6$9W6EL8=WYUPNY\A-*

WYVS$!5_4U MML/.Y2\RIQ:RW3Q4JMH,*C<7 0232.U^,]VO$\;_G)2R5MNL:?IUHMY. M\'OWHGML%8H7>]V-3YN;QN<93HO'XD>,/OO @S9'BJ;$G,

*U82IVLB@^?C&M M:CE>#%P%/_;',*58D-N\!5 54O(>B[,L\"&0T2\V&^CY)7I^D0)&%MS8]XK8 MCPQOLJD=L=RGNZ,9?,8'%UU+J4$N4--E4)R?*

\1S731O!1;D7,:6B! Q^# W,1 MQ<'H^XD,DQ5-,@0Q(SO161YW,9WC1&;B!I-=X!,FZBL" M=SP6=\#YX][H&L(PX9&W:_6:7TPFPRU@@#"V!/)0U)U?

*J+#LJR3*WZXKW MSFSU$<%JO2UT[Q'0R3CK4T1XBJ+7I=W& 0]?V_9'@U%$%U2;\18^A08+K/[(MK IVWU\-4,@?EA446$.FT7$UC>E"@?+(3GT-(^#*

*[?D;_0[IK;TZ;K];9#OIH'_M^_1U_^<65EAS{]3H&+T93HI;?X1D82>%H1+.,YN5EV@%@SEQT0RJ-$E%B9A&_MB^U,/,P'^N-5PI%KX2]C-2;O3NE8ROS3I"RN2C$.!_)NH'#>=H!%LSQLNF@07]HW_N'SZB]!_*HKLY"PWA*B?N.[Z\H6[DW_M8.R@ZEG*L4"_3%94,@D5.W>]V,&.?C>(2ZXSW<$R)6RPMB!5L?G)%F*4(4=_MWD2V/^]\#V1Z%;+C0_M*R@6#L5OSSO'8H+M?:.W5!;JF<*FTDA4DHL#6^&H<#I$KV[*&D>!B#Y<'L5G_M)O?DV9GJOJEDWN#((#.V86A,;"VQY@%>"/^> M8-NSLIYV=/WP>*"96(7@=$FO.Y\|F.U1S*_^<2;JBBOJR%4-!CKFJC$FJ"#G_M-M$J8U@Y+#F&8S\C$[X;25G/+@9_[Z_]_L>.@7FU/9'I3G=*!EV1'57T,M(:_MU#,FH&C!DQ;X$?!U08>X6]4O)J$Y!'![N@G%HUS'*R@:S+#;5#=("&5M#AE,M6\07E#>#K,EC\G"S*5Y(+=771*&YF)9I]JC0MJ'L\PMQN_MLFPT63*42)/H7_MOT?OBRYV$SS8VM[IL$2IHHW+8@('\PM,_M,!&).0H[Y;,];&UZ(2OQ^PP/!_MN*FVJEO9C1#1LP)CAOB5:4T,UY8*_CD6P3?9WH_6NJ_JN)6=/'A<7$NXLVZ-_ML@#&O=U_$*MBL_1:EI368-]E*EVQ.YNRM_M1&7O4IQ>=)V6M!*W3&D//IA"/%DY!;E#!;>Z4X*4ZH@Q+NFI$.K/&Z(!D+'}4&,"_YUZ]!!(X_ME:)4G5<=+&\1P^;B;_9S(_7HS_MX@Q4-(;QEB5P[HI,TEGFET_7Y_M2!0WU9(<;K;=Z2]C,X_UQ,$4.ML[<_27DZRI=/UWRC"Y<"8/TYI3*#YC\A>^_MX;]V.L_^O]5$4TU*LIZBYQ^";9I@MI;DN:G#K?^UHY3M3*"U9!D>EW\],/N_MBU]PCV.@'ZDQ'(*A@YTTBC-K*.G.O3"0K+*B[3@?+'$RQS%6TH_M?P'(8(5?).G\HG*>P@J9A5WK0;&2M;8!_VI@U76=>N75IFWV9<\EX-K?RE%_MG9#A1("=HJ0;6,AHQ]31QZW>G)!"^=7GW[680]+PN0*KC,1)4X?)R0#GKMN_M<+!TB1TV?^@1KQS'&FDKK;J&&ZG0[XS+-D/_@)JX2\[^_]%U.T\$^MSXW_I_M1=C.4+VYL,RALNMUM/TW_\)LJE=U>#VOT]IF8#5=W7V=7#;MBR:*Z_=_?/_M3+2|\V(R6+?.9LTCH!],(C$1!Q)_MG_V]6W\^=A/_U<2:L&EG^2>U/+K;U\X@X#248,1&]D\UN?-^E%\CF27"3,?+6?FF81MU#7>@(X#7V'3PJ8=TCI*=LRJ8N/%@L(>F/5TD=1H_M"XT76NEQ,^X11,_4J4FS4-X2%53GH@53+8CU,';KD_I43YGOT;ZS:W^!.+1@_GK@^_S&4Z_17U*<)KY+0/8I5\36FV"4J6K*J;M?*D6S:(.! M/)TJ_VL20IP4AHH6_?,4-U(.<&:DP9W.37O!#4(MM?A1@5*H1OA:$:OX7BE!8&%EG1RCP_9:EDD)RCVB/LHQUD?!5$5R3;ZFCG4P_MHBP92]D%(OQ*P2[M,,*S+)?U#28IZ]_;G#N%T36TXDL&SSV0'@YN;O"Q+07<8A)JO4*;GTTP(`>L6!;X[!83$\ M%W#V!0 &!H\IZ/]PQ;(E(%N%=1?_MT;S8QA>R+QV#4$6JBN/K'+#3\ MX5?J &G3T0:4<$P8.@GM+5DJE'/7+XN.7!U9[RC,'M/]1OW5<:!P^1H\5>+R M)!W'**K*YS7#M"DS_2;2Q6$KCGZ>?8UY$!&$3Z;QED]EHRL7I,<=%:>$WE^T6 MO#6$'7T-.^Y\ZI#C$WV8T6Y;&2HV;+BI;_WP5U<()UTI;3_7!=T^;8]@7:H4_M&6&+KVAJDP.ZC/U;L%FHYM2J&^;$9#VC._9/U<]+_4!(2.XJ:O7(A9DHL.% M39T>N C)JPW6I61,1:'441'=8#NG7*8T,&:66)\?_F@(SWNX|C(_]6B@9!9XM M4KU.]OZ]6/R*H+(]YDGX5MSXD:A[.9.93>SA0*PH*AS746] M0[=ROY!U2S8*UOKB+R=%DFR]*3&M[5]HJ5P V\DZ.I?8=_(O.'E!NJV8,=/Q8 M%K6RK+6ZAD\H;JB8'2J"ZH60U2.']>Y;JY>E6Y1B3!&[MW;FDO*-*Z4EG;6$ MY-X6F4H;-*D:,A=QC9%?_$G=\DBI"X;_&)AHKC*>+T5$I8;3"_H9 ,%81U7=E-%+S C\%/CM;C#U^] M$].H=]B)=K9W]@(7/ (7%(E'U*/,*B.!Z1Z#Z3*@"T++>\-Z"':9 M9:PXHF,3-2JE"JER1R<_8=;MLDFI:N3)QT)*+KZE1"""SV0=[H4ZW!:],M=_M#EL#2_B^G$LX-4V5G2*F8 G=5@YK^LH|R\N:,MJ?NH<,*N_*]5:,51?R)'6.8_M=2*L"QM^ZK@N]&:"M#NP#KT[#>'$-=E(<6.>]!,#507\,O3@>6PQQ&]DWPF@Y MY'=LIRQ,YBM5T%/S+TX8X[E&YSDA[?SB/HFSZW#$9_M2>P3P=,.SD@TWS[J4W^]LIX@UAD.AG$2GBQ=)5)^ ##B7]GG'=C1: MX3AS@K:_-VQJ$3E\,0)M>F*IY=4C5GPF4R)YXQX1#Y:ZC7+IZUB9K7;6%A+O'XI-$@ZK(R/?.V,_MAM+4.H<@8Z@E6!JG$POI\E;6 MF.E*F7Z_!&F M:&;N1;1)FO/[JGH%(S8PV2;>M15#@H"O"0*[SS1!@#C//K\E'P6D?[%TUIP M&"(%.ZUD^*$Y1\|:+67OZ$GC@A0_BZTDI#CRW586(1NO8[(2)IVB4&BW T72,%F!5-,("',XE+GX\@FV92103'B$^(B7,L6TT"H]=_6K%\O_7G@6@"6;+8YHM MW@3V1J)J9?O:'9EZNR.=?C&$6'C?#\;Y[+5 MVL"/D\>ZM*6 &6/E-M@HE1,T/@JF?>=1JW@!&"=+9\H%+ZVIH.>,?A4D<.? MV=085# N5::ODS'TQ.:]MDE=9"C=CT1SDBG8M!3P?X7[Z#@%=?Z/L[.S(&?MOP0L$A0>;O6:7\)O\1RCC4/*M3KN$D(06'2]2&*ISU_=S;MD6+4CR8A_T=0R ML-QCL%R.Z?BH$7(RMS_AXP41JE1ES4@$6Z+H,*MP!26\[9!4F#L[1HC?]YH XAAE)>[2%#R,N^/-A:- M^DEE:]FZ:GRO!LU]?=[1*['T)K>-U>UWSR)87UADN?L----HV8'LI2VLBA7H M3Y$55T7CUHX;9$:1)&9@[&4(P:S\Q:#C3-QWP*2!"0&UZ"@),'2#43T"@LV;-H]O$?)?1U4,54VF9 $)H'8%+*Q/FDB+9XBUH),R)?4>>T,. M,Q)6;ED?E20L%#(4^2BY=)>:<5$IO1%P=#*V)9Q3;[<4P-!%1VP#1BA@"(,_MHS_^)R5B6,42]RQ: \,LAE)4*<+P MH3!>^7+524N]/R_F7C$T F;V7&@OM_R<5@J*G5O=$#^I-<.[V\|KW\F#F0;A MT2U<9"Y1W\%\S06=%1=_Q4Q^DDY.7Y29M!G4IT=1GW3J"4UMK5M[,= M7'W?Q;8ILC2A"II^@DL'_SA]?79YTO=A!RG[8ZC46M;8[H?\/4$=-[_;RN00 MWM;=]Y198,LM_:-6K1Z+RFJ48SYJ.4.7K0ZWUJPW!.B/%+/:"U\ODRRV IMLZ#F4C2@J346'4)E@I+C_#.IGDI)5HF<:!*77$1.L#&ZT9J1(^_*@"[4C,&6 M'VQ2+QZ%S[?Q.=TD&[,'FYS_3M/-33;%JF;L&F AE=.W5,Z]^Z[*/3;=[L'M M>P[O>;H]ER[=.J!4O)1S7&K=$Q')T(85[V?K%_J*!,L'N@8 M! G]SD@@Q'J 82GR&(P/Y;_5CIX[ORZ:B)3!D^*XQ")9OR>6YL,)1Y!O$U&3 M09UP\XG-!\A2[\FZG*[&!R8_3[#K5PM8L"H63)7!GP!*$*VZ5F.8\N$ MW(8.(6O5?15)IF8]_S A$Q5N)Q>,IT[Q<(QFK0:::G?>@W.9^F8- I7T2+Z M?I'S"#:V@'Z"K;&84OX"?+ ^LYOS+[.:KR1>1%[6]Y:R78$F%0MQ@_M)70YS_#C\UV:ZZ5+@Q\)2.PWNRB8GCY*V'":117A42$&O&DIK1:-0_QN!VAS M>U1-UUHTI,QHF4XFJEPY3Z6)!?7%!-';9#:,2;HDC-7 M*-V@+/[D#S#=510*'DCAJZ+ YVE'H2\3?5]\317&/<_ ME2OQ2?),13*L56H M/C3(1V.M9\Y['N)^STA-2WPV$DW>[7(:,3F)UW M[FB;&LBYMX/]4^M1I;#;2'-T5A=]<^3&&Q/0?RB)OP,XF"Z3^E*6KQR>M]7T MW'&S$]V,#(?5Q14#OID3A+.)*XPD(9-@7 58=I5?80UR/71O&[)*GI2Z YD5 M-YVHQZ $*Y=U8X" ;K"_TVL'N5"7=0BZ&T_T3>-,>4=M.]C(^_A0UXKO9\GR MH\1I'N)H9T;';6JH:9#&(M$Y7E!D,_]'6C#N*B(J EE,LBR^\BR6V@R*Z2B ML#\>O#^6JZ&X%KG2UNUVT"$[Y?4A]62NR9=4N4F5&[O'D#O25\,X6E_^G'O M)4*Z6,\34EK_Z6F&5-"%: M[K\6(WH[F\)DKG[M!S_,^ +II[0R>1"9-%NCI24^;[HL)PQ2@EM1,1K0A!<# M'0-E2GH\7VCRM&7+LS6\Q9X9/F 6BWS[3ES>OIYN;=,3+$'"SJN' 75F%ON M*H?5Y-5Z'8CKIT$N,CXEZ \^> M$906H?'PXP*;OE&NE\YVHS,?#3I[@BT940)\DV1+,KP1;C-97E.H076$TRXQ M?58/F[KA+'Z8[&;H3^]M\&#_.PX>?%Y^OECYI3E;;2;;HZI.ZK@P@$II#OHI M]TQ$MY+V-X$,-J;NB@ENGP[V3<@*PNYM;_N14/V,Q7*GD%7)5=TP.94(2PFT MYX%T7F::6N"LE/_(?1*T"X0D1ZT=*,$T%G9TCEB JL-.,-TC6/F-CK:C!)C?M@(;K*3COO[VA.TU"^[0>Q1R[;[C< S-,H2RF0R)5A0[(6*;7=H$Y4T^OLD[* M<$G-]MD 8[D#TN?M68")D)0PC-TNLUAW0U"C/_#>X5N"41'(U9%8OT,ZT4ES8;S'%#T 1&3;R=QMYA0;V M#';R:ON=3VU]D+=4;\?&(=NQB;%,_;^"99=PK@OJ8@,W%;$RMV.SB4U"F*O2 MA1?4A2

0R^YXE)20FG(B+JB,8,XNA!C],8*8 M//"^&XL0Z!11X2LD YZ8%+XX$V,#0D(*.F66@Q)PA6,\KQ"V"M4.(476Y MJH'VE'" VU.7MR%HD3W*$Y;Y-+G2X MEL",W5DVN 8<8QEM3M[&%2W5M(&<#M M@?/B4AVG_0E9>A5'Y3*=8S93_H2934X9 R%-E=*V-YK!F0KP7U]4IF)AP'0' M,L)&)L_WH-
;EBW@FS1Q_'PF9"GGJV*G>E>=*-3T(N*J<2^=W5:\IE^EA/PX(6NX>US$DWOZ"'"/ M^RBHCGES39LZIKS2L>5:AA9>!W./<"?8$&/!UP0PJT?DPZ@_',)QZ G&CQ/[MY& -R<\A85Z7]#.2*G)1R8(6A1GZ[I_D*BD[T'\?MW/MK=C$!8*A/*CZE:+ M?*?R3$O=YE'S+!\A81HL#"UY4Y1M0TA<@59\9>)0_S![;JK<-
I*EC?X5Q/02 M9 2LD.2M/!7W1LBR7.T95Y5?V]4=[Z<;22 IH0P";"R2V;_^GBTW *1HETU! M*D3,=%DD 20R3YX\Z_.$42U4Y'Z!&Y>ON4$]
=>"+'[XGQ57I93S8*#^.QP? MG]B7FW;%H78%D16-:T?X/ C62<-#[P/XL_]@KX\=/G-#*#0*Y)%V|NKAE M -#XD5>GO7OYTWK_?]=OAIN(@'$ML\.<%]-
H@CBH#+TRO)-40AF?!>T'QJPUQ M!?QXI3Y1AX8AYR"?.%NT!K;1OKS7.N\@5NEE5Y:(@$:29[KPO(DB:5>+RH0F MV*LO75F?!
<[H3,;CXVW*XO'Q8_SSR?&S'{QU-?-29;7@8@C2L!F.-Q"9#(D" M.%!*3YV)G=HY/0QG %;GX1ROVI4%X"X0I8-
9M(P1W3./E74389R$&8'I&&"R3?!;*K)7X,!X!)/X M"5M>"A_^UJ2"80S[KE(XVLLY+,*ENC2!9(Q3/=*?L>4;9>(J6Y#OVGBV_"V/ M?_'\Z?
8CY9G;3%,Z=]SIV-,'"OT^<,SH@G2>IXVO6!M3K%9S.0{1=JB0A[U =_>NX=0&V;XJNO+ ?)A@Q2"A:I9JV M[FGP'9KL:6#*.BW5U4QB1!EZWL88#+?
HA=,G[@('SR9X\@#T)LEEH#+2_8P". M,5B5NV@8]7EAI&%$(8OCGZ82'7_?%L';>]S)*.NS3/+=#YMJ&^SH=(Y'W3 MGOJS[:DWJ]4BP^(\!ZF=-M.TF;;-
]-6;Z;UNVIKPSJEI/TW[:=I/7[V?P*&O M2BX@N]/2@?=4KO&0-I2>=M-#WTV_67[M_HRJSD)'QF*A#&<3*X"X9;!T104#T^%F[0U[$
D?.C;@2T>N+;"PM\.\5X*=M5YI MMB-,AX=3(A,+G">(A$-LU6M)H LOY!AD\1ZVWIXAUSS(IS_?O'ES;PRNM4HQ
M$_|HU\OFOQ_NWT3X6^F332PB0QHYEDRB@WD57P&X,4?7)&S/V0N]7S\9-*W M!Q25]V.JQ?30BS=QKQ#3),E-_T(?RE,R]#NP-
F.')ZR$6,A'KK57KA020]B:M>>G.M#=!_FM[&F"R'K%)/V/C2!VMCN*HC_WK(9-N#%ZP9WX8 M;-M_E56>.NSB=^H2Z7RJV%!72.8]D9;,O2<("QJ8W:
(H*PMY] 903;M IMNQ M@-U\F'?#.AF+WRM+@>|^RV@4<_/BMB*V1P0:S;:1)DLJMBTO$]-(2W]4S//
M;YKGMV61XCT)7!E[<8GW8Q>5F7AW=@0^$;)]C_ZPX'47VLPR(Q.#P:E3$I2F M'D;>MDUQ2),A!2F6I)D79'X416]X4IA(BBQ9AS-
LN=61=@I6]HLDAT4_V/@^ M.[YF]#$V/QFRO2^*HV.XH;_*1A<@JL9M75.3H##1$'0.(I,?/Y
M7L2H"4._*0,6@)J/LJES]+5'4C8BCV@(M>"G5F&G=RE|)9W! MP]:1?DA!AOG<&%LR)O ;:AG#IIW,\3G*+3>6RL,^P^]VN<2/!G^"(5;306): MQ,EZQ
^UV%W=@9KLB=Q(6S3U+F%EEN2Z4N4>-OMYN5J5*3XM#"&(*FAS]>/Z M,,)[RKY->/GKEJE9/U:*^D'PFZRNS? \,]3>:.FW[Z\KW00=2O858)JNLZII
MG2E])PS7^.3YC[5M IUF(&$%AI#QR"H#42A18BD.O4D6RM7DQVV7^V8K*&> M6=<4&ZC?
0$1ZK].1C]*2JG0$(K8+RFDQU'V#;$0=04&W""6L*S_89*1KZ[ZN M%/9:>1@BEP2CA*M*?6SD,V)C6PWW9D0M[:*69<:W3)!WM4(6[;_=7V:F&MH)
M 25NI4$[9%[PQV/F7*!/FFK45"5%$S EYC'?^ S+N/\H"_X.-,XFLF]".<5H MWBS2CNA.>(>Z96:Y.?F[A2;8"^SQGUV!XWY-QKH-,J8[\CE&
MS8+$%+7$N\@W/ALPM=&8IXO3\#MLKCK-DN"D69>YZ95I%["5N/W1JNP^]X>W M=]U,TCXU?'"%,_&$(P]$G@5<$A9SS04'69UXF O<6=X-
V;MWB\#Y^.E)SK^+0 M#1F1PR)__$J+?EX6A533?R&P1?UOGR=%KB3^-8PE]RA_BQ.@*3X4Z./L6M M-!,6(4/!QJB^LK).DB=1-
(GA(P>L&_^]G6(LC/0A#0J>T$T/!$I1UM:57/C' M%XK'T.,%Y*;F+_W'V:*/\($^1SC^GVT+Z Q%^E.-+-IN_; UZ_3HY =8F+E=
MQJ$Q\H%=DTR$@A#CZ86@T<%6Z%M]@[4:UD(G$]>\ 7PP;$T)\L M;S*?@2IB=#.]0#Q1!SXPCNVV% M%@2IQC@/NV#"IL*\AV_;@*V 3SV!?
X*]TTBW^(5U M6*?=,^V>:.??LL]QD5(UA]W ADDA?'9T\>7Z"Z+5E>WF%?SSQ\1%B@92GO _2 M0&RX%L$2;3,('7/-2M4W>+*U'PQ"RK@&#%10&+E@?
U9D0Z*)B1G\E>#@PK>, ML53H"EM10@MR;L$].>5+ ,@\ 9=&83:IL3U6!/73QYHXMKJ M"%_R]\IJ SZP[1\10H%@-ZXQ2D^D *86/0@4F)3FC@UT-!U5
M!SBJSW<-Z*1"R3/AFO.RJMIU$[VS@N146&]'1Y.G!*=Z?A3]2\GSY[_R/\; M/?\A3:.3. ((*?SOH[F'GC])TP'$2<_,81,.AL]JSW<86;6MR3I2N2T*'5^.
M]312\S:KD"6/"O9N5)76%"6$XQNL'E5M8A-L+& JHA-"BH8SBZ3S;]9DD%HY M.-8I&PV(UT=&'3=WH%5EJS@:18D@:"AEF M!/08%."8<&&SW?
ESNN<19QOUS_"-6ZTI1X=*KO\RX^K(NO<=Z<^A2@<%3I9;Q M&\XHEK&(=;=D,Y0KB>T?P8Q*"#;=56]I@K%PYG069U&5GV0ID(KPDI,>A)K(
M7F?.0&%P\ZPYBB9^\L-I%RN^)0C2;-2*)#P04A-DAIF,RMOVLOF6LT^\"3_8 M'K^S%8PK4=/)=0#9LA2ZOU)29U2$<#I*KC*]]&C=.;?
-4Q5[653*.+B]5,44. MIJ(I-TZU,V6>NVH@DYZ;!.P0 M8D5^,1*AH.VF4$"OVF2"89.(,Y&4Y(L6B MV+HC#C&I -#_1KXIL,6.CXZ/_S;)Q
%D(BA(&)%PN+H]8]ZIV]^O9 *ZXZ\ MK1:,\%C"]>B>B4GAK@!/^MINUPN.W@,*;'M25\[&NO"IZA:6KV#7G M?C")R_<7EY .SMZ-
1T"8Q1)S6V",:T9@<5:YF.H8*9="NVW:;)*< TA.0#6< MC(F.D;*5W-112D]&C-VSC:4T1(0@++"ORN(2_AW;&F?B*_6SI2D=892Z3)%W M)8%SSN5;\.-
ASN5)! \M@F;FQR.'U-GBR>XE[5MP?.#8M%ZU/-"-"&&X3DXLR)7+EMFK@/QK]A<#.HTBWXP1JL!Y0 M?]95PG0]\,^DQ;!P[!*;^.?
O;4KYS!C+;XF.V'L2OEX84UZC65OS]BM<1A4M M6UTU2OIL@QW8H;NLVW6E'O'\X;C+-#-EVE+WU 'JDGIS^^FYO#'&]B?JB4/L
M8NX%&\.VW5D:AU\XADF;99IJ3<9:;_+T>]>;3-M[G^UM>G3'L,'Y+%EL#!,Q M]LS.
<&./>@HO3;_L"*9P[G,]VC8_HJ!#)TUL8LM!&ANKQ[Z#^9'MLZDM,*Q9<&_P;'^HS5]M^0[)*[LUZ@B.[H@ (SM](5E50LN"&!2:^ MC$V99A4L1+
[A;D7S%]N6H>$5]GP&2Q[+;?R;&[Y)L.>P MJ)5K"OH(*I5M2\4V3#+S0@$Q)IL_O"IX[HS_WO^92V[TLFW8]A>F0=88YD1' M&KYAKO$?"
("]BS,H\?;3IW=!(H5/\3CN23G=0V_E(U2WA2$IQ'B6P^A@_,%6 ;%>D,C&6$I\'@L\0DF MUQ.SN]DF$]B8WF4%J@:E!3U3WA(+*98B&(D$;+*2Q D-
LE61+2WTAA6:^M:B M_ROP;ZQS?:3(WM(2S<=&2+0/>[X>GYT,G5[_2FVS2CL8'%N*!=H)ND*Q^YB6)--LX]-4Y11 M/[GNRB"4!VN&J]5%H?8@]F-
G'W5%QI(W":)47I?67@I*/V8"X3$$I/.*O2W[M67-]DD/@0@G/R>@\,_F_]3 ;!P]X_U#_456*3O1:&.SUGB_3XVOI:A MCC4XPRVV@A-
DF8FTK366H.MVQ3E1\I>*4"TYH@03R.I#DZ&O=$]YZ,[K\:@'9T"" M,&*32)XH*/UHKC.JM(D]-^]FVFW?2_=]H;1(C%T]TN)C:)CV&OWV&.]/3IY
M/$LFC)*'OFV*I*)8_@3K\RVVS(L)UN?/LF50.,?3K"?M\UBVC8/?MNXC,X8 M=HQ8\Q(>Q>1OJ@M+7P]YSM)S?!BW":%)?<"B-F"XY9I=&J+/2&
M4^A[7(8[.$7RJ8K="LZWKZN,^9Q,OCW(L?O).L3YE1RR-R0FSR9)*DP)@\NG M"XSDS3R4?.[BPA8*K)\@I*UT1[K2&
[0%@#4I3(:0S7@850O.&0<0U08[CNE;-M'FZ>J4664[K1]POMRR,(&(S4X-Q7B %,&=80^#]V;W9[>M7-X>Y>AJD.*.:6QL1-D3"&2%%2[&-1%@B-_AH39)
[X.6Q-I M6FH44\.&-'X1]M%+;ODD 6(M46&[9:9M4^M%9P4R?@(EAMBQ7.)>]V"])E/#TB< MC\273&4'.#F42C98GDD\% MKY%3;5I[I7735;SN%(*A7YTO7;
('R^2>QC/\MM,(R^,V\Y^+XJQ)O"5+>L. M;^,YU>^Q?AE6 *X $WY#T%'>NM#@Z[I=\2TD(8TBD^M>,6+_Y6.;@(XCPYC6 MO3UQA?
Z11S176E@U5P&-0U">Y$K",)FIN=G\6N5M7^4<1=%'^'#H^%>&;=@X M7:YT>Z6P]"]U6H=0K11PLZML[?KM@PV!6U-Z5,VOYYU]W?F[3!E582Z9JA!)
M'FI4O5M,0JKME$$X7@E[RK#E!)L&?T%JA_F(Z)4LLT.W^HS3S?7P.H!Q"X^I M\XV1#(_]P;T*4>]&KP.K\DO9X"
LKA<^"NE)+TQ]]B+3LK_1;6]ZFP)XAXQW M#>K!;>2<@A#T:=B:7]5NZK%2S.#IF)$-K MX_E^(8=3[%/4E$-
$,XX)Z4LXD/"X<"Q(SIRD#U^5223O)YD%E1^!'N^4@(83"$"#/WQC5+R:35X9 ZLV'H8^*5+1,C)H0_*MH51 MPG,UZFFS'&*S-)]ZOA W\9UX^V/8+-
\4"V*2E^\J+P-K,0J%.\G0:&6(XFKG MI8#K(XYO.0:)D12ZEU6/#1=*5F(@_.52+EN#:N"Z]0$@C[LFP)!KH6<"?#9//O M5E64.Q%&J\)0"3#=E6,_2#WV
T8[A>9TM)WG)9^/L'SC$D77!C6^_=,03T&;7B/G?W3 MH^=3<.S/LWO>24I@+-7@[.JCL3"4P#A[^9X3#P$M?23AAFISX:,T[3SN'<3D
MXO^LJN0]COZG+<"&^(PO4BZ1(]V*SB0[1]X<<_=S>5\@Z42O[[F$?4?R9E< M,\ULFDC=AW"K.W>?N3O\S"V])>5MJ>49AA4;VSM1 JQCGN_N(5
@O>?"KXET M4W#9D?1H!4MR90M,TK;3>-C-%+Z"-4]Z+R9YV/)>']

M,_>F0N53"$RNL7H'>_E-$6&2M%6E,98EGVR1;U;7&SC#:|Q 7MW#FOG82"WV3!>+T !W?8H M?%^>>_P.S.JZ+ AH$;1\(C@V%G)MVOWW<_=?@;!>CV+WFR)7L]W$K%+!7M]^ M3LG)M,:D#$FK?]D4##UP,#2ZP%!AC5;_>Z2NK\=4EDC%U82EN6W36&<:K=EO0)AK=C?IH"&&V%1HZL4:FMJ/.^JS/INP/H.["&VHK;.-Y1NG T*B[>@TG7]V#(-\P%I=%GIW(S3*0BS##N MT6[!6=?*Y8P0 \K90+,]QB=)/(DEF6Z,>AUHQ'"*!B6<-HAC<8'75T3@;6PI+&/NT0;__!OVE+:![UBC;&M4<%ZY+\>LMY).Z (4&NR?H7 MQ@641C$=IW:$;$T;)%_1,R|M0MXI071B)E!HGNNJXL.;/Q5*H09?PI(3>M=ZW0%34=K8BM(>/]"BM+7:<%TT>H2: MJ6#:-7H\+H+F=MY*T-Y3;]N80\[#\&$!-OB>9Z#30## MYX)+5. P'=R[%OWU]-@@SYA'>4A@/A*)*Y^4-Y'9B,&BK),KV,"TZ9G.5"5^ M7>P%6&Z%+ML:EGK#;]LNP-3B:7N/8L.FUA96;G\-*IVM%K"L8D@MK5REE;HIM!$YN"Q$D2&%&Q(]U(Z>:2I(*> ^C<0"$U.A9,V=O#D!8@33!NN='SZ:$_P/?,J_/SL>P2QQ;91A4^%A11<(F>]7Q7"?5S*6IJ*%?EW F M7!:,N%9C/7U3E?DD-P>0F^7RT4N54P[BPY766+$K)'EC$"<\O;& I08MQ]}% M[3MPH%<:+$.P66H?9Q6/ZCSS2/XHRB37=WN-,?O2"HMU04TB6'&275,-,=@'-ME$GP;]%P4U-SN!5]RV#J27LA(<%46;]",,L6(^&D:0U? N2*3\E+UVAM"C_T@04B4T&7/F0,1A M9P&UDDN=X4,!&(FXC5W-JL50.#K\5]#,BYPVDD M*]$P(NXW%E5EM6US\E?0VIK^LVT*G7+4;4&?JAR;BV!QHS_M"+2]EX^"VWI/Y?5!>)Q)31Y 3=+JG3N^^8_J\XAHP^/!K?%>)]DZ(_^.AAMEM*P2Z3AD-EY43;UC11;@IL$!64Y&=>>=6%;FXPP4KB;.!U49_!W53IQG_EIY MUC'^F)_JB[Z|:6UW-:A;JA=!%=EYAF"OZL|8[X=Y$HL3%\P*$P(@Y?80VRX M6C4W'/:X66-1\(@18<(W2\8*DE2]5:;;IS3*1?HXA+P*K!CH-&9?81D8[I*PX3(*E6&B-N*0;;W2)QU2(M'\0&CPLQ2:Z"-P\3B%--/17RHE$@.WMC=['TW?*^_=)=Z4LIT*20E')<,61M"W%OAZD&@,%B>'IG-QCLV*V*$/PAF(4G7?W.+)[\21"+()=)A\@E3.\DA!$Z6=WQ-#)MMM!^+2,UU>]8:FNNPI",U&49_5XN M,1?HX]FIW__IIQBC?JNKP:*I_0+>CUF#&';_]&YC>TQ/3DUP!RM[,>)E'WQ\ M:B_@;&(=]=4O:8$EY23GM2@&W..&XHH]KC"BN+RT6+S][^F)7'&0FZ-X$Y_Z!%P^O(_%#,2RJO#0J&A$"0EN==4\IGN MFZ C]ILUQ.[1#>L6K-=#,G7&CE"?H5!D2?01W:(/O]Y^'[WRP2\0#6H,>JX7 M$+'@;*+'/"X%4"$Y_:EY#;31!U$H@R<*1%GK'L->_ZCRT..09S"PIU$Y'<3 MM5XC'0C]N299IFE%?V*+E#$@#CK3J]F =X9_$NJ+EV?%)NRQJA1P? M39E\XC.+^\.D+D;7C 4CI+-.*2L89W6)F#'7E'VM=)*C'T:8B%);Q+'>>L8:]NO MN% ^$>5[DM&'LQ0,EZA0\-<>[]-BPT8ZH5S*.]ZK+!E\6K3/&\ZY[\XD>!%.4 M9[HENKI*F6[@^DI5W)GHWSRV?>5.5->[%*! MKI_H;NXIA/)X -3IF#/6 I]W2PG,F%KI+[5(L<3&1LV"6WZ^6I7TMF5:ELR M5]OK/6/J.NM!U8SW[M3++CV=')]/<[9LUU%%+CG"N;9N.O'DFAK+AEW:@X=.'DXT M8 K9'_)8N0%NU4]$3'Z^O,UU!H_&]T0\TLQ;],TY)5(2P> MJAL"E*L;&\9017P M\-F29Y^0V+&_4V+;NRD'-G6&8;@)^\@8YF/=390\G6/3.=7HI/D^]*1A1<_?A'L(Z%(W9?7);4GZ M&G:$D)6TA8-:1%2IEDYS;P_599*AN65:$&'WU-+(:"GJL.#0W<7\ NU;@OM[4>TD*G7[;0;M;(BG:MI+3,60HJKZE0&#AE MLP+SGQ:(J]+.@[;U4U=EVEBA7OX+C/%'1'!(5@5MPZH<"O=2/_M>JWA08NR MP$'X(Z.//)GQE23E4$D1%T@WI4,V8.>CWR[;#TDH]%:A^+U-+WD;T;FU139Z MT#!ZK!E9^'G$H:?RPI;@P@?FN?4AD2@AQ!21!?7(G."}RZ/&N<9M5;5NJS4 M^BJ:?;K:(.!HN0_L DKU]$_W[QY.YWCWV8G+[?NY-^*C.) YTY)4PDS4W)3M62)"BPF:9X:U(3,/DH!!"KSM#89(R_;")OMD)6(,/RC+S<NG^+*R=/)!XK_?Q%O<10.)22R"=-J5C32F>9DAM^CSE2CZE+IZ]YL=#9-E,C M1NN*<)U=\R-&1.&RF$_9./H?V/A-]$]8=8I7J9IBH'RU_:UW$,?13WYZ[:QM MKLK*@,!20(S;L2?K^ #B./LZZ$,ZV%^W<<^LVX(WCS0083TI!9!Y&O!H.ZHQ!MQ.XWZM?)A/KU)]@MF.#"\M,SCQ!%# <1+I=5 M<&7+K;=**/,%029Z+)X@O$38#3%FXIVY<9*@Z3)@*OT,:0S/75-F-9,+4NB;I+?IU M^(,M#99G*?PL.;P:L27.#?I('L[>J0WJ5[5",4NET@#U+Z9LX+^3 MW'U_N?L_KTNZBPX[OBRASB97>M*2YU\ MKUWSY)3$]_PH>OKXQ3&"7_\PG[V:@]"'$4%#:?RA7:_! QZC1-XC[_5D^.CT M>/+)'_BNL5KPXOS=N)BAQ:P-"\2IL@_IXQVS>\R%^T0=]8Y)Z]!6I9U7-N2G M$_TMPX?@)OSKB:-V-^!39#0X56NK[$KWX)>8Z,B0]0MPU_T";"8/*_V?+VN M44ZV2^<%.KW'WHLHG[H2C1^;MX-KJ6';G%B4^14N"S.!7*/+(,6K59GB4"\^ MBW-YEEA>.(]!!BRV59L+%C%ZVU+HVPB\$4X3]T"#&4<@+:K@84OM"X4P4*X M#/C+1AP\QJ.V'R#54B8*7H]?DSX .CFY8 :LD_09%MK5PQ0\YGIYC6XI/6 MZQL-11#[GB5#W1$C12=I=@(&S]E\=CV?O7DS=R#9@_(7;FT]J U[=$@8K%+B M:JCN)NFT[M#>__I-,YE]ASUT_MVB5)BXXHBJAKLC\R'D7V7UOI>^PE2;-]K:MO.=3;=YH=O\&S_6?I5$$3@/812S>XU$!>/IY Z,$!A=49U4$\O)?#G;SD)' ME?=K,3=K,#:?>M:FL)W:C *; M<3('?C.4OSB*'DBGU:A%_CVV9%U08UUTAM[(:(0\1IN;>CG0Y 8Y3GWF!,[$ M6?=FMM1:>K.OA$';$OU2.@!@>],9.I=0C)&Q$?FTNY#ZFB MV,M86?*H-W7=HL)[J8I/L7%)!M')-!&.":;?&^)8SD!]X/^(%(V7O+,^Q5Q M?3);S&?9]50+|>!W3+9:8+\UA5)>C:0FZA[OG5/8.NFT;1[\MA$\<0S M<;CZQA%\O9.>+X,A7I<.&<[25M76/93[H&F4@A&3-&4%CRCAAXG&?YFV'33? M+RT@A$JOL[JL7.1400*4P=[YX$ET#R*ZDECRV_)>ENDHN.F<:3Y<$2E=_+_\MW]?O7\86DY<@'S0+)N-]@/4.$FB)+J]U<5M1:O_. 69G+1@D>$OQ8.U-4-I5N-0JI1KADR!7_;G7'_/2>)/X3$4R8%[4?; M'ST:J2>LNXNS:&B05$_9'+\]K_1:UO.]D:RH!S)P^^&[C4)VD$$;5T6-66? M?V4S;DQR9A%&WH$X9;B2K.:N,KT$S:>3EFQ1&3GR8!<9G,W_Q.3"T"5.!.42 MJY8=8)R?P9=37S!IO'R(!)))+8?19$QQ>"2/0P'%?BDP[(*D8=[YXC*?)/\PMDD^@=G=--1@Z:YBJ(*(2F3(4$VI;Q-5$Y% MR/45-I5UAD8;BR"[*NWSVU.T/8.)@-VT5-=EY7'EUD0;I"H>&*Y\;4'>8%\Z M#IC3V2D7(2 :,W.2*(MB=ZE@7].URG+2!P@4UG)CEN^\]M#\ MAKS;,!E=;>99]=G=Q=_VKLUJOR0R.W7!:?\-]+6)C8-F *;C1> MC\/&1'((D29\(C$XMJZ7U#'D^&CB[5YR]]DN%$CR/\]R>'EY1A3EFZ=#X\EUZ%$6O)68&AW:6&A3^ MM&P7,(I9-C?VP345?C_G*UU>Q&EFW#$&12]B&_)?-G#4<PHN[]W,FH.(11T38C"XO6G@$;1Q^ORA6:Q#)0V#'5^BB&/Y?@&\.Q-X77 M[U9\NK'D$4G2=O %#+15ZD I71]!$G3M40M:3 $7/@=3I:Z4:SVO)-DY5MS M;F8PQE-WX 8(;YK[2_#' KL+OY%NS]]J==F#*#"HO(2<19R4;V$*MB$:3.)_ M2/"'11Z-Z,-I2H%%HK*B^(%(4,=K]^EZ1U*@$?@9U7B*.CJE M3%A%1P-$K77I8H5I2T-U=9' #W]]?78>;T.=0VQ4 6#]K:'$ M\2\"36&QN%&)]%G./[IH,1,&1B:\VO1.AI)-5-4\YW_:OS9_4[F"L;NPT^M5L24:"MRY,G_"T=)"I:*S;HY%:]J^Y6IZ'(,72:);B@6,0)XJ0I8E90#]E*Z M@S,9]=5FW&4VXO9.JK.LN/RL*HH>QXP%W52^6858&&2*ELXAEU+;,83@@"UB MX>*22^$"_B<-QV$?&6C&CCZ<5.CA5,AXPN*$.0IC+<"S2E!V'+Z?VRMXB!)A M-6Q(D(42QB),F:!OI99,5[Q+= '2F0SY"H2$*B%/4B"7MK8_#M:]2P1*\F\K MNL=4OV_7/K(%[I\2^]+-MU8ISM2C7"^:_W]\/:MB+ ^9MN/ =KP8!1"G:R<1MT2%IMC*;2:^318.B@OH:_:P)/F>T!1TOOG16I@/W^P2OVXI*!NHK4-P%2!H=_M&1]T=9TE(^])W#I"#'IB^5O:R[$8R+EEK\360HIPL/+W-=K',IE_%*960GWR83 M#C$S9]KS3B\WMW5A0 CYT81#>*5@J/:E]\=BBF;4A<>8T-]5.7>NK_&',#L: M'-F<$$7YW8Z,KPN"Q#_]^U^>/?DQ@3/O*"E74SAE!*K9J9[Q*&G<20[3LUL&M0K6V*,DV!'[,*YK:$=>LLUUS3S)Y.)ET<,.CL! FNKM12\N(\#4F21FUI!"6M^1C/M<[(HIG^[#>GW%I[/<&HL9J#P5T*@QJ2QT$G?:),5J766UQ3&POYPDYT"2,\[&&(K]+[2]:M>\BS59?-0M M%(\%:!@<;GAWQ^16Q%?)_:I4OS<#%?V4$F1**]4.A,YMB@+=?;RO0QH.B8/ M(8%E?DT5RN?8.,W,DI%@$5LW?F!\5.FU'67*YF[NL1?U9FI, ^C/LN_&$+?H]MP+?B7A$PBY"HM83M(@6S<$X@> %:$]0S;&KDB#G'4N9PU=%EI9$4AX\=*H)G\D?;;9QG:I'E5'SD%^=AS2K\%P<1_:)K MAV*J]5]:0UN,D8@]2'&UFICLGH+AKV2 ME]Y\]3@8D2RK",:CCCA>OQ$RS,B46]'M5]I!;R6VO=E?_+"T])=&DP03\R4W MX,BG"YUG^EI(&D0.6TVJT9'KA.WCK[4"-3Y=E(*\^>"_]K-P3*"&0RHH]M6CS:2V)7'=1)LN5 M1!\]$$MP#3=+\=P83#*!6?3!B59E;0KM%:QBD)_SFKN M'O0PJ3&*+:=*!Q%$R.N]%J47\"!GK6]T.0*L,9A972Q=P#.LLIC'H!A&OPW MQC<(S5%!",[*-.Y3,[XIKG7=<.,%,>Q%'Q392 7KV 3U M4EVW5B90':!3/IX8OCE!+!U)Q+9T+]&$4 %(1CU7"$@TN,['-M01B-7-\L6 M#E/><5NZAZ:-=(B-5+4)G^[O+2;C&&2E5\QESR"QD 8CPF$ECPD.3W+T_>6HM7;"7@/O7/R/(4$1B4Y9^8%?+')]D(50XQ3W1X.<1EG[!\R^E;D MK_?[:"GPH:M5[1O>-7Q7HUF/^ T3\?+="[# YHY!8V4U@&<_80.?UBIJ,"&H1<.7=3N'+&$'@$S!ZT]]_^;C =-E;%W^"_;>!]< MZ^$6F/A)C507=*0-?@GZ@Q(/>%>&1X%A5@P13B/YZ>SLG0"ZVNP,58G<:#@ ME7!TQ!0>UBWAM97K3C-UM2K2[7]LHYW5)]UA+ MYZ&-R26JEGQR\":#-Q/>$O^7WEAATN/^Y!)D2NQ#H\!0D:W$8#L8;%L0W*P> MNH$M4#VW]XA-;;%($\ZA5Z=>!TFZ9>>7X;48?-SS6ORI-9IL4@EN1V+%1C0(RXQ]33)\='I\=W.8?3ACG 8H^U MSVEG_R[Y&C#R&/?2C:K@X%BVE 0L,1]>9=?LDGIY-3I+;)3;Q 4I:XCDP64JI1;N"" XJJ#20SJ"O9K-YO0*&Z!%6KZBHD%BZ1I@8Y_J1L9;-W+RI;-R3^I& M]&J=EQO-:@ZMZS;',M=^*9GRP5%>P7Q/PE#D4D.#+(@P0^#<*$JGTSS_K4>Z MU+T/N7V#/_HI[4-[#7X+_^P(*D5A^D7T@Y)$YPA;"=_5[G:T4NXX@A^2OYNE M<.-&#JI.'G?NALI-[!UI\&+4?DD^EZHJ1"1C+]=Q!UW&FN69NZ*8;A?V9*D> MR%)U:8H1",2N$.=/K:KP"*\X6.=QKDI=&Q[6&/3LU>_+<=JN(6"BN?I6NH)K'#5P:0[&M#'R2!*3.LF>9DOFAA_EC\] T^E%4-R*):-(9X-Y6*+UZ$V#XE[+&T3ENFQ23 M5P6!T:;^D6*]=++[S(VJ/.Y$ V9"%5IO:6>Y9@(5A9RV39H7NJ.8(!BS[;?#,M2W25]7+IJ2\PF/.\3%ACL7X:Z1:RG$>G=\L.):*V1:)?Z:4"8Y:^DW6D6N3% M_&LE[2LWD"'GESP([>)9AQ9!$'W@(ZTB21*VFV2.)TR!SUE>#E&<\9$MY^!JD:Y%%9ZHM4K0#%'U@&0BH6Z>3/ M/&.2N\/*W1@[P8TJ[.O:?>9(?#QE:/XTVIB_?NFK'^G$\+7M"'_T(:\@%1? M8(F,9U-2_P(81(PB@>FEOSX^CF$$]/_LA)B@N7,GV[)%'1GZA.11;,R+7H% M;FWV&"<)^_X2]E%]'@=HK9>;1^.:'$P#!X"Y1,[_SA8]!>O&9$ Z8Z;>9DH+,_O\N3?&'RA'NA/R(7DK#(:MQZ,FN5/3>UL>\ MQZ-CR0WMNJ 4[F]M*MXQ99=MPN11,5Z;E:G ;40IV#\S*1/=\+-&+;(\^BSQ M9N25QO894T?S2HVA"]NHXG-31G-3N?,S>8TI,]A]=* $\#8L70D*ZU/O,P] M6#)<)%/-VUE'LF/I"P)4@P<2_VE]Y4*#;J8"&,NI4N@V#V&<'P4Y\#/'E.=5)U)'M="ZV%OM"N#_2Y#H*WBI3UATDZN$2X5>H80/ M :AMW0Y&ZLN$R@S3F/U%]WN#WG7KIN+D$VTEM?\I8NP(/JC /4DT6?I['G?TM9.GEP>?O.*;+QEB748Y]0XH: M//I"K>/"\.B.GO)5K$Y3ZS1NI>!#$<5%I2O8*!7]]4 QAEX^+:O6Y#O)W. MVWMCWMZR.?^@93O9&9.=\?6:%.5R6"2G?,(!PZP"5IF;(26H/*;7A\HU';*4F!ANY'N5E^0F/ M8CP%.Q0D^ Z3P!Q 8*@[X!?=1&_1T,=3YSW^:#0"8\!3'/X/2A"]B+1 &*P5MUQ:1S1%6Q<&3O.;B[!!&SN/'RS<=79],[M6DMZ=-F?M-P6B_R:>.(LX60!T043J6JPRIY*QCH4%00)Y 'O&&.>@4U=+D]U M[A:[NW5_RFZ/_V-P#>!K]"N*)M_(E=W8R43;=D!U]EN3Y=E_+)*#5[\U+K7F MP9KA,%/?'8R[C5[[];SX/2SOM:!Z<++)HS'YLMMTVU:D<"[IWNNM;AK6%><5 MN-A-]%L-Q\DD]0>0>@^D9#02+MU\I*Y1G"T> $J/=/\2B)TX% $/-Z*[6/;D M5V72,MVWJUVCWET6,T?!+.KZ/"^) ^1#C:G/'(I%)/QGQ>?/V6AA:1'P@]X@I MYN*(6@_=KRH3K=.:*L_*)5^:_U=@6D="O6/1KO\)I2GB/+>']^($FO&4;^OK M!=5\>(G]^$;.,\U-8=S_GN=(L65I/3H?FKTW-2L>0H]OUF/PU&/DB"DBJH(GM/AZ' <8=NI3RK7SZ6?I-S;J6VQ/%2R/U:+E&C77.I90NCW +:2W1HAGKJ], M-L!7:D!RSG*X"&&_HY?88HRAD"D5N0\F5S<=U3<"71[80A/L6*(MBT&P79-J M^?Z2U4U5>9#W(} X8C'ZE&EH7G&K%^.SY6PX+EMD?;UD@!G-/\B*NJU<9%JH M28B?BDRRLQ4,+E$"D\M0,]*VX6)52XPT'QPCG,5QZ,?* P";X%4F* JB.V, M[9"0(*;_"E@UDNM42.1]OJPU$S^I@L.K@BU9Z_&H!2DM V$V&EX(/Z!/ZLW\@O[;OBE2$!OQ2!V#W<^J^H04KF<>[GF% M7'O8E5I[XI]})ADF%KX4\=D;"WR-6;"57BW0*$([9PZLTQ4$Z'/*RYV(PS+MML+.+4;ZJU3*D*>='73I%LSA]$W:Y4#;A4D;QK4E+ &. .\O80!C$+@) MQ'V"!\G _#AH?^P_I:#F5MZM%IB81/((_]JG/KX1=-)QN=8H,R_?OW\%8@7#;A35WI]6?2^S?6B+#_1[P6;I8^V,B<$G#:_5$W/%Q>:T.A=U:(@ M\5EW:3I++#C!W$%QBVFS5'F.XQ1 US>OWH_+3HY.7IF]LCK\I/H'V"]?YO1 MN34\+PO$:?!A$R2'1 DH!,C&280QB=.:>8O.G.J6NQ@+CU>2-#57J>4RRS.S ML1F<;>!&%*([W/T0%KRQ[Z?/5/,"I%X=C,!M*GB$R&\%Y@Z!EPO]E_-/*O;Q47FW3<),X'D(<"PM8.]A ,BZY M]!IFAMM=+-#P?C]W5?J3L!U$V 3*]IT&Q4!%Y$(/."XQPV@LP$K.]1WH @M M[)"%V#--);>$"_^;-<8]Q >16&/DV<4]KAX_^;#61QAG(U!B84I1OB#EAQI M&7P6HC,1S)-+@_T0-9*XUW6[8D(+3KN"3RJL/O!OW^ O6E'?7+.]!VF&&M6(M)V>CU40\>Y -XZI<1[-%/5/*=B*1*M$D.TKM!*H$A?Y7$"P&4^.!%L@@H=_M0]#M6#G[WK[K=MF:*IWNN-+IR?>N=)H4PQ7Y.UNOJW)=8;PD^EB6>0VGD/ 4P[%& M$&R4&;;_;JHB4$+2\$J\'7K%;X^&DRG8.U%LX]9@_!['.]@1^_:Q5'T]BCZMI3R*3HZ?/WKZ+)HA9#Z9;W#K7-U$OR9-N0"1/WT6TRWF WPG?@/C M3WF>!^R8.=/\,$,Z.V$8-9+Z+7@FUE)4S'9N8)=H.E3!-_=7MS-[WN^'6%NGM(]*#;<%_.71B[OT>P3[T@Z-=2V6H77V2DP/(206&WZ-7L)G9O"1>40YPX/J, M)T,64Y/=$)OAQ<798#J VX!NZ 53\X*)>\$UO:!56[MNTS\-XA^09.% 4MMX)N4R;WT9S"LL]KF@&S/FX\2>9EAQ!+0*R3W}]F%9Z+^P&;]TU+% F)6&7PXN MM3-&KIX_O14)4^>+!_.7[V M0CU^EJ8OCA^2O&B>/'IR_.G_=_+XO^[[86!+GXY.HY%69YWG2$P&5J%MT':= ME],EYTX/AJ/H@62:7G>KBZ|@\Y\YGEU#B[CA(F5>%^0^@:?@V+$X)L(>],BMV3@E2A]='MVEO,2N^-8R!1CC@O25^=8 IAIL3A T)_*P8M3EM!C?>C'L!&]= MD>XOAI Z]CQ GCV@ ^3Q6 \0[/*LHY]T@1W*^9WFI1_,2?$\1P9>Q^B]$AB=-M,X94, A%/9YHN6\8EC#?&(.?&W9,,,<8V'"%OL6T^AOA64W-FLAZU [ECWVCJD1RPD)Q(7'O?9PY>P+S ^NP=%6I0?,(M)"MX,56'F6OR9O:]+5S<]Z@'& 5-!)^/UR_@&9S5[>+W@"Z2W<7 MNBZYN_SEOO$?+5^ZQY,KR,],Q!ETG1<\=7-&].QF60696QB=\X+#QF3WE1M55O1,DPE'%O8'JY*4PG 6$L GCY0L//182SE7=W-X?\!S6WYL^T5^"7+,,,G M0!?C 88,>A7HE^'M0GN,#C2HBS*@1W4V7":@T#F>LR43P=D!2FH>";;3.? MI7,*%-G]6WL;^ POS#%)$89_$L(6WE7FGATOLTO5;P.SCEE;736;/WJ$%>'+^ R,C2HNLX5$)+/"_4D%>6R1\"B8MC]'B1V'!@QIXBUW)@L1).71&FY@_FRV[NE8&@VGBT$K!?Z-:;YM2VHLK;G? M/ZT4U#01#(1(*"=T_B>"A; $F!/Q? I;T31-<@H^$0E ;C!X="Y;!LL:'!QMU/))[XXTC-71F1:[V;7W#V_A4MZQ.PD)G=T[+_O)\''"S>$]7ZL4#C-65 M.F.A1\$BKXK!<7XZ.WLW>57?X$4N&+% ^9M.?T;:V#K?F*A]*BH_9HVFQ7-2*

*MMHI*U,#2IBP*162S_ITH.H8%Y/Y%0UK<7^?3IA(>V"">$)1LD%R&4QX58;T= M$-V"1=AKT+>B2@M<7^,*6%NA8R#@YQH|Q4*Z/3H.W+ 00UYF8?!]@QFQ[VQGP=9MO<6CI*K-M;.PW&98-1$+:;#2OZE M,/!?%A=6DJSZLB23A2%1C(I*2IAOA>;4/<(+>'9TG#\B.?#I6.[*'_7S&-89W;$5BT-($. ?<'FMXD;9W M -B(<=E](2FL(*MI..Y+/BR%$;U[,=QE]V:>&2"'--Y.5MD]F;YQS.QZ2O*'R MM9[PT2\7&]+*
[&W(XM9D82$G)X6>*VH8A[&!38&1#63UT;.C(Y3T ![GI-NG? MOGU6ZG.V;E?[,B.VXOH'8R[FD!UT;$W#DJQV_GKX;5F|97L^D')13!E\W&;_M\]+8-E9&E4$TZ,IK"MJJ(^'52O95V(PL+.0K/N&<^FF3C1"Z-$3WVNAM*M) M@+I,#:.+Y68]L'CX=4(Y&VL[(O/X@:\%V?.>(&%F\4^ M? P2%4)5Y*9DGN_>VKNSP%+"3@1<5F'"TB8&-^^@W*U/<6.P626S^<7E#%P:G MY*HLRLI6):K^8*>TU%C34L\>:%KJBS7? JZQ>P'[Q"&!]HEG<44UY^\;A<$O8 MF\E'L(FOF/8'[^9O0*OB+C+X,.0B M5AQSBT$9F6HW<2%^G <>"]X]?[;T\? MD/_V;*S^VP7&$;JR $OOPE"VX$I;^H<[=N1ZU3N.6,9D%TUU"_5O#GU*0?/8 MSU/:!'">?=*2_>7MN^DPSTA Q-:@8+975Z9/%'' R]*096Y.S.S/-Q(?-151 M<)$*//W,0H'$YOXVTU-9" M\)/6:^$)X3X]MH;=)5A/%;.6H(@K64WF8:(X*),;ZTN5BZ4285 G2Z4/0!=P MDT3;W@G$K@4AX:(R7ECL_#-C,T,31AXD\%GKZA%31?(@S:CK3=WH56S,,#*C MN* V-M5J9"4VQH:S*9@EAWUID8-V1G\1"7).IT2,XNV8#VX6,8B9%;0EK:<@1R'[X;W>"^K0% <&_1\F.D?N"T-'6OL;<2A M'ACOWCY1%-[QZ[7R#P](<$\)?UQ^E4FAP!UK7VPCP!UN6PENC M&^8& -:=WH0ZHA"=" T5\QG?[168X3? 8[(/%!R8"C90PJJ*1J*]=#Y:"BY=4 M]M!$Q[=55]=;TW2-NKA=FCX1"(2]6_@QF)9:.")N+]ZN= W30M:1&$TGJ!6ZW<4JI-,H\ MQY3$8N>P- 3B] [TN]%O"+OOIJ.#$?5)L[%EW&*RB&F!^HL22%&'H;+G M5GL&+;_';.MS6>^H/73!?W?\X$[3K%"T^"R4NNK&D_Y*375GR&P Z9I&9B6]$ZG)9IU=Y[3 MYGC6*(,@.L[9&Y$V'^<$S:ZF73;-FSM5-50GR76VF&'.6%%G12OE;S=EFX=5G*#=T7ZBD"QZ\?.O<0ML\+?Q M/FR%PD,70[<4AZ5N5RMK=M[RF'A[&MEFA&EM]C>?:,,-9I443J)*[.]#$YCF MDFU@BA7;DMZ=1NT? 7APWT9S9PYETS\CQ8GEVG<>6"0_^R@2A;H$GA%L;3 MD;*!M0'-&0J8W;)>#L!@G/OV[?E'CCMGHV#-F\>#Y4:IJ;HW3HQBS#-)!) FC7YZ/6'>/F>8CREWF?*>8>SBM/8;1D17SU[MM5C =@4O6TE\LKG1J$QF\,0Y74:9PVOBWZR[CHE@4KBA$!LD7:,S:,/J.EU M\]$0K+1B(F(4"OR2DF5*6@"V%*OM(V"2Q.^=!+7(\CD)2#\T@0H&_N*]!.-Y M81&V/$\2;O BB=;$? $J%/O.IOF:T]37/'VA]#2/4@0!N[#EOCN.%AE$7DK/N MU+HLLSI1.8+B5KCYN+L6>QC*RL1V@UT?AT=Z0G8#-RB3N<65=&*:<;8#I%M? MHY$0@_;A6&LKZM#G/:(.TTY]>[T"]86D/BR OH);!(.-G5QIMQ[X08Z='N M6TK>*[SJAOZ8 IN=]S.V^R6;<;#MUD._FWZ;DCRE:2 M'%R7&3+EFX^OSGI&))TZ8'I8WLA,UW.<9\R;^F+; MG>M0%'<;C[<>9H@[0V726P1PVSS1C8/WAS='<[O+HZD M=4.2P9COW,QO?RU;, [>_".]Q.EO/P8)4>@=TL#N1M'QH-WHQ?Y=8MXLY9)L* M&[C% [C%?A#S!$TD3!T9S2RK,9H@>% MH#Y@'N=4=UPR1_N^T^D)/=AWE2F'8A'4R\5IZDTK2 MCUSWAEO2*H.=M^LG0$,K,ZSK$/V/4N2.&'*/[9)O!TDLK+3'">P:W1ZKVCl2KQS&;U$PH28ZLN$I)D;EAZ^&>]?ZL3=6 M^ SQ9K*\6TQ MO&\,ULK<+^Y0MK%V\+.DR_Q>D612!!#UG[PM-@SD)'53I>F MW%&SIKRR:4'^\M,Q=KWXWD1(B89YO\:*Q:';?<\|: 8'/? 'V;?5 M[8)-
[9U[@&TMJCG(O>J8W!T+M5J$0C=CJDUGP'V|{$ONZ541X[.NWWL0(' MA/7K*]>>/*#*M1=CK5S#9KJ[+E#;VM^3EO <=%7$6*!L2T*F3)^TF:U Y]Z0 M^B$HL&S;Z8:=\;:T+2M:H]+C@#):/H)#=975M?FS<[&->F@Z!K?%2JCLY?O M.;]"^%/(1(3*_MS;4>XJY6*?8_B3V? @WWYX^\DN"RT)YGY$/85*@2M,$/-8T/ MP='HH[F8O@[7K!4[Z$NV]QP3<27I NS-ZIX6@]S%<[]YP/=SIP#]6 .H/SS0 M "KM&HGS,4*PAO"O6!026T,9':5]]\,>VT"#BXCB$A M6@:[$[12NU3FQUC]-M[NVL M56\ZN46)TC"KJ"U\QX)&C4WWC87OBK'7C%$3;=([6"!>#; TT)K V3VG_N]Z MUXEA0H=]N83GDA+LA;80HY$Z^Z4)X7R;.=XBO9U(0MBU MKQW^8!?ZU9D8M 4QYV]MB]Z$Q0(/07&!8!1KRV- $HLA!I%2M0!"M$OH$UJM_M<#+'(>.R\;]C3F"H/(;AL[=+%V1H]:J77 MQ=4%_GMFSF?"WD448)\^R44,R5$P12F-04K%*:4F%CCR31B#"$AI+/U(A'%> M-'4Z.9/&>1"V,7&Q<1?T)14,KYCLZRL_O?GXX6O7\LGQ@_$<3X].QNHY8CMQUHRA+_Z#HR)PREL MK%.A\NC2!L0&PX&S(PA=Q? 2LJ.LIT;!2GQ"K$XPK"H0P2U16""!$W57W WP+ M;5N9Z.B9'V1]!V];&H@,=7F) ^)V@! 55T'+3FE"0^+.2;(&KC-OJ+O6!>7]W M<7 V!OR=BO+36EQ MZ.?>]TB%DF$_&B>$#)0F4X-(HOZKUC=8'.I_IS_@M 2[2AE 5]_]$H^;1P+)*T>/F8J7NBJ*5G:SH*_W?)U59D^0)^+RY.\090)L8.GEFSR@W2AX_ MZKQ(A_C:#.HXC:-"SC,M,4,)%XNQO^PEX3WNC2G_<7O^(J2F%B_^4VC*PB$7N0&P&T\>%<6U_$7R2KTXUH;#OQ56V%X8NP#]M M$"U20O]_/>-JG%+KFQ9,P8T?@M2^<,5U62KJ)Y)K YQAHK$PG_3LAA8#6-\&YT0LF-*6:!;0P_4 M/C36?1,](QX#A+V_1(VT C,=P<'QV7\JB6$Z/\^#QKLIY3&VE,>+,YORV&M+ MW=&[HNTB;(<@MG]I:B3T*#KS2]=(LFGK!.RP*.QH#7WOG;)MD)/]M(_]I(K. MJ@FA\BUK0YRFME"+#J:H+:C^=:%R4T4^Z,9/ZW(_V]&7;856\0A@V[]29GU/ MS51HK7F#"%X>N-<+6?K/KEC](Z0M!VFE*#R M;>LA<;/+ @:HX8U+6T]L#U_@#MQP'AZ,/@T'1B?LU"M1S$1<772,VP"_0$1 M',E6!V$ ";W;(#.4] U<KZ!.AO*WN>$9)8>,*AV(L^,7#P@0CZ@IB/)BF8_,Q M#BA1D)MEZP/]M^M].9!4]-($L!^%/$S2EG";'K7(."7;T[QW*M1B?6*R-TN# M;"_,Y>[4Q&2-]EFSKTX$]Y3?5V>"!^_4W5%_-#?\4(S#'8F.[C2&RC*OF()? \),/^\5I26ZA^Z3[34;774=65^2E6,.I8P<-5 M9]N348,'",OIADP5=-"%]IAYF46=;Z.4]C7UR3'!^F,X')^ECE9'L6/3.*=] M9'A/(H$C5].G?Y-=$&34L? *:$>RI9"/# C*VYDLY%X);2&AF6%8-EN-L\&;9J9CV"\)TV+A;W/W-A]>_JX]5^LFWX '46*1 M1Z*$M2N0,\0S6U>!'H"+9=[=%RAO^_JQ6+S3@*R'K!2#Q36#9:NV%%U55U9 M#=6HD8V 9=*2 ,RYP*TMK&/6*6]KZ^23T5YD^OT4BACS)LR9WUA?)A!!V;8>K?G?QCER3?=3D-JDNZT M&BZI?R/?4%*9IKF/1Q'B('11< 1SAHP/W_0?]6G#^NC)T>G=)A38422PERK&N]&8=*#! DP"YC,>DK8,9=*=7',IBL5H')'[3G"06D.F5/[(4_U/C_]4J7[& M2K$K:%9[^V/J5ZCJIL@6# MN@<'KG^U]$$OGKC& RHE7_O>D'Q8/7C'W ,XK>.<*#"=[W1B.'LB>9P:AE?3 M1LFVF!TWFBWF@@_D68;7X4_HE>]F+%-G=J3.[*!*BFOI:MMJ9-")07;8 ->&U M;L+]8\5]'Z2:"58:D2&-> _8<%*+L-.6ZU16]W! <8*0]MZ$70K7D*52;)"=]WW+N M&'PP>]P;[%H3_?D"UT0U=8D%REWB1,'MQ!])UL3U3"]#?&_NX4U;"[W "/N M1?AB"?N9JBT&TQ2HES"492!>& !R24QN:@$>$]<[\6OD)A/<<#<&]UJ=A>/; M$R*G@&QT5LD@^@4SCGXP^:'"]$9U\QX\N?2/8P$W(JK9[43% Z99V?-4[L>9 M<'KT[& [U7B>"'"9=>/X9XU!-,WKKC+++T(T[CYKM7>=$=_SMKP+A,]AC;JD5/ M$Y:W10C,G:;8;0S!*"6 /Z;3X+%=3\|CF||800F^-G&>2H-^'$]4:(LQ:C(M M=>E.8&[UL;23,JROHB(W6=/^Z31T8EL:R>TS8"<_W#)*V_[4#<^UG4U%F&A.81OLT2241CALAL,F7?>K9\ MX*DPH:RM@Y#[6K ZNE>M<@%&"Y:HX4Y2+W462)5 .VV;0,]D.#R9+?.T0Y@& MG[CKL@ZD+=D"GO7%2TY]#473R9#0$,"1*U4,[BF!FNCMWAP@ZBQM[1INL(>-<- GQ@D9M>S*[F[7L+ MW/P]I!P?<)IJ>TGD]C05;&IX%92?_O<4T'Y\S.0A'$KMI+1VRF30RRFG>0=G M;$OJ3!M0I#0L@G4I-0? X"BI7O"X'R;/SN"/GP@(P#9UX^Q__D+L0\UX>$[; M4B1XK'I=../75K(X*@ ;1TYKJ9@B+"!3A-6)3EOX@TU0F=WSE?U&;'Z<=0A7 M)9Y@ Z<'5VFM3[CQ28WAW?):9?*LX67]V"+!C2R5CMS#. M +8ZVJZJA-LQI[P8H"U*[R%V/MI<**H6MH%A$"C^:WX{@.'ZQG%QM*A"D3,]9.S,F?)Q-C(?-K :CQ2Z@-_M<\!@P2&R!PPPX=_-+2YS@!LHN.V@?:^SLATXOTV/0N=24X&X_<+:&/Y<_79 M'QB,'Y]P\&+!]1P\&2L#0=OZMJ&FOO%S+CZ[SS;_5UHNW]DL7UH30H,#@_3 M@W=\]8I/7HD,608#,X5Q"P5G$CR*'*B4P0\3=(-TSI#]5A+,31.<07# D6VI MH'&A$I=&,#\5*B$.]:RI"@L-]_!T[=$H3:[Y/JXYFLY2T-4I _4T,:+S,DN$ MAPHG'O&9 W6-SCGCL^&IGQDS% 2Z]LS;?K@9)U =^9G1A\(&Y"OGT M*9<8&]H+O.86E*/ZQDP7@:A3;D4VB4[BN4K&W8K_56+_F#;?WBRWF/C7WWW<6T:KFJ:*.M%JT5B5V]+D20Y6M,[U6#S^UKFFBT_VV\? S?/P+6SZ^\ND$.UJ-VV($J1];N' MQ+%+Y"0==/3GM_84]5[;3'3OB]V]1'[LILF+NL;]WY\FQE+K")3P+G!+#.]D M\C"]\F7R/QT/T.QD'BTM%VU0F1? TL_)83EE]TCVY!CBKJ8)H [=T60;CU6:> MT2/9S7# '2CH+^HQVZ(U#FE4#GOK?6Q,*-+6.6"([5Y RG<#6FK>K.[:YY6 M6(0\/%DQ3[RSPP9Z,NBL1B8MU2(=6X-@^7;+>YR',U<1T1_?V%G$S^#='EW8 MU^J^P!B(JR>C\HOR/;>L;+0"SU9(/@<. .S=KU@+VSLZJ?')P*?HZ#(? NLJ=(;/=R'>K1W(%@L=KB? M(./J.\,FG%BWSE@BP>(9-1FN&HSR5RX)NU4V4-M1I1V_7YA+V4:8#.KQJJQ M8&'5L6L>4RF<-:/7F/=--Q0R%D")C3H&,SIF=C*/[4.,\JV^E;9^3?U(P M]Q-=Z@]YSO4HT*5V62%N:XO,#^C5#.S4L_G CL8-:9B<32TMW"(H+|:$511X MO7&$ZD$1+ [6KL!J47<2&SQ859XA4K@E&%#DQP+ZL)2*%U)&.1IDC8![=U^SE M(!)E8@M21'];_K69I#[THX;&+A_8J2YS!/Y.+W*$GP]?:ZY%:Z>8HVJX0[WVQX7: (G7]=Z0+]@7!M4UT3P?I7 MK,]0,->L< I[!EKOK(ZU6W6;9S#CL+NA+*A$D?[]+T^>_X@TI?97B40/W%S$ML607!I0OA)9V2-@0]2'@KLQ]*-D MKZ_(UHFMU>._![=Q>@ >7]K>F\%;IV/&N0FK;52P2O/8"[<9+),ML2QJF"2 ML>"N?L.=+9KFG393L@D-G*D8[_)C*C26'BD^%#3S@> [:CWCZ;CW6M\3W#[VWI-WC-O$PZ?GZ"LX0)@7% M:*>45^U(F'AYD<'$B>VJE7UWRW![_]E[U^:VD2QM*\P>GIFQ0C88?E2KIJ. M*?2-4MJ0#L]75#MLU$_-I R1!"640X.(B6?WK-\\M\Y0B 5*R781H?IB>,D7B MDI>3Y_*EB=],B MO6D(+'S)*]J-V/O\ ^X>+V;NT-#OO# MJ. $.+O3G91;'$6R^2=?S|9797$;2P(.1SB(B4MK,+X=3,)BRN\P5"GZ@ "!+?V4K:8#TD05<;/_V*QKJ'-8)8JRI+WF>V;NGYX+'AYU6P MYYEXKV>X;T1*G3KW+9%F\,F>U\8Y(QP=$9HWW0(\Z#9/,>.7>RK8 M?/(/9%_O#;[-R8<(79+2^O33!I\]2[D M)!9,@^_[YSIEV(O3,.19=PUAS? 9_QL2&8>ZQH:9%++YF\=;@ XZ.S81 M)*JG7TRN6]QY%KZDNNP)A;6DBYT9AU)1E O1&*9O-UG=X<6,KCL<>:#98=EDA0_4..(?34[]J:? (MV*XQKVXY)V#O)C-SYN=FW=Q"\|(:GA%G\%_&(3'WS#"_C]'3I3%R M(OI#%D$V*MA!QX$DC%]W@\%XKS=AU8MQ!@H&$!B"G<"(%L S&# O*? Q4EAG3 M2C7M6]I,$"?C2X-AM>^,+2;TTFV6&/PF#RQ9E8-L_8B>:U6P$<=9$OJT@\3;>@SQ1>F;CI#"]Q72+8CK-"\ZAT'0(/.Q.56Y;Y"] M41EL%2S;%%\./NV*7 5P$-1!$EY8M1N:*:B@/][:ZH2HL>INR\$X5+H++B+A M7/ W^2^0];.OL8&RV&76H+7>F+=.9DS@U&9%QCOP\)^?/;+5Q+HYE)* 41)A M%,.27V5,S75F'Q@= 'A.XY0HZY MKTJS?0HZ]^1'.7%_%%7C7D?2*>$;.;QJ MN)&C \TH^KY#-K@\JX#*C1>@?5;>2N:1M"U@V['WR@GO(B_C/>?8VKBFWEF; M@7:%#K)Y-Z8=R]EJV,E+MK]9_=R(=Y;](?L,7F@#-*NN.< A MAGWZW\5M$I:?5]4&/+DEF[_K$EA]DHL:,:MX47)K3O+F4 &&+V@MH W.(Y' M@[WM$+DN"4JSR&XKB8HI7S701^JJ3'#=OQOS4I=8?"N@S,2+M\3$.OM5",CA M%D:K,)>;6#BGP9'^&C3%\)I@3M<)$^:.0KC$7&[AU%9- F/@9L.H,3JQ_H@:D M1N9D_QIVK_$Z"M5;YA^F=5EHD'2'^IDNU*P\;LI) M1K2&78ATTE)R;E67*JB@AD^7V^;\2V#8-O;_O1)2%$"[$]8.*%0P(I*6HL(% MY!#,.GTA*ES#B^|>>%T*9QJ@^GS M8.(&RR!!6..711Y(?ZP>.=]DGPBU?MYB4+V:&(&]UE0;Q!KCQUCLU6Z@3,9 M%]XIU3W55/?S[R? 576T)/P(E.P"LI06*)X=>]VY]CXU\#&V#JC0S_N^/Q?C?7[M$0@'5KN!7]1)#%TWS&05M+]H0^B*3?^.#MGV<:Z.*R/WR>"L\IY_Q8C5LY M5"H)* K&BT: /Y,]E=FG6#WU6HZZ8"4S 5E2.I(-Y\, ^9WA%]YK>=8?X> M) T+ #&4CS"E2>ZN=K^PZNB*8H8S]T=GCKI5+OC_I$VU%8J4[&B MN? Z>>79\/ XXOSS,+/J6UUF[LT?=!5@'AH IV'8$\/:T$$$$)&S=-J$!:_S MQHEI0O?N%"@*%# \5O7STK6#I3.)'RP?#"UUGCR!4-^KA$>6JD]V\] [VKE3V>Z\"7CFH;0#HC' -X%:,C/C%T%R MBSR8%2TQ629U?\WU:-1E+\T[N2=;B)//]! MZ=B8N,_\H/#64QUJCSH4Y5.^ZNH&PV1%SAFD&M0RL:8<\&^J'#ND_?&KV'9H M\=Q$+9K8GJ.'QBP@.D3/#CKKDVV*? _KXQ<&W@Z]QLQ2O*KO;PKK'/$M=D ?G&50C40CP@K=.#]]=R?&WE4[SDC[&T0 M0#>^VY!4>-93P0-MA5'Q"T<6FR#T9E#^6KFNPP-Q4L4[MJ>)-4)0>R MX.K;<37P*+$NE)%G@*^%Y$VM.PV.J+1+WTNR%UK5B_9*ML$'T%TP!OI'8T_?" M,\]7\VNL@]8^DK%:F,>BAA#^3$78LF&8)],$7]6KBQZ/@/G1" 9=1/ M$#@BL. 2(IRZ4GO77^/[]L91SXDM:KERDL)N>P42NU/V3Y?P/MJDG_.-V6MB M(JP@0^U10I-X)RI4>AL9!M(\9*F>C"]5UG MUQ4\,R!8^=@M;KD$8Q/36)ETND\[4S@1WRIBV-]I+/'AQ;<^]^J>BCTPXD MB :+OH/=I\%]YW;=C."/AU<A/K11/8YOM'$UU*OBOY,&<"SM8V9V?FS.'F>E4A'#CM MNZRRM=F>6*5=FUN!=3#6DK8N?._*>"+ <_^5VFGL_39IBK#%^_<M'U"Z>NO)S^W:E)6DH;PO.^(F3)6DRT_P \U-E)68\;04'"/%<$!A"LP4VQ+ MV&N<8#A2K=>)Y\+%<#A.MD H! (]Q7JJ)D>;:|\+A=*^ C543;.9WO&7Z6B7X,3 M?W-5;=QIIBY'Y;L95=#G2>]83"R<6:<;I9XH"46?30.F$&:5^7OA9BEG:CSX M$]7_YI;47XZ&'ZB1H&T[8=NT9AY)R(X@13V MN]IK 83QS>$/T9;-=?T35R37+=NTBTK4*\K.W9EQ#?9G#)19VE"K<2GE'(, M7$+79DAXJ[@$HKZR785#%?-HF\C2]C3G<)Z MR= @T;"O*C,YF)IVU)#%[4#3^A!EH2."PO+/ZCH#@[B\ FDS\0$7G+!)A+ ? M:;U MB+#WG?*

*(;)C]W"0N\S_[HW8(IARPQ]2I0='"MAV,(_64A M*_/W@C;/9=B\9WL/Y0/R:5<"@RI6QMJN5 -.EYO\G)8LHXK;ZM.T?VOPS_V M-&>TTJ;9Z9 NWO,GA^U73$A,BX\-5/:B9@-SG))OK+J8! 3IC3*#?!1PIZY: MI+Z!);4Q]N8V03 />MF4?3"7JE!]N]Y@VB_2 =3H!*X\IE7\-[C92)B3,#S2 M_(>4%O$T% ((H^#:0)&8L.T$< JS?1$\A1SJ0IU0-']'8^\>4-5W[]%H_VE;+ M3\9=-A8'/.5&VT%UN74&]QGX"=Y+,2,T4GC8UOF&2,[A;@'Q#(*X]G3-*- .:+388ZO9A+)@HIL!$ MJ+C0.Q.B(_-LPCO[%?1!XZ3)5'F'2<>'!41V*EK].=['8DW&(=H^.)?HXPK(W M0LH:R(&H@(?N==8 W] (6B%\SW3H0UMA5FT90ESH[GS-D=C^JHA@-WK>A)\+S M[2D]W4U=E9?P*&9Y$Z-[U/_&RWH>]HA'SDM40G B L^:T*<>D(2)C"'M F+% M71ME#616^KTI4(-)BW%?/OX3[3L^W]-FFR[-P__GHR>/GYP_S38QK_&CMN&P MGLA&0[<@GP"5&@!=3W8=;,2.076US02L3IO1[,YA1^64[#UPLO?E 9*]D_$R MKP:]S(NR?R2:K8T4W4VO(V]QRXX1YGL$8?'L"?#;-_RLD*W!>>11.+/N,0W% MR[&KL/]P"+=E?@*=E0,,!]\Y==)->A!%Z@6K&,]HB-A;G=Q-O(B8R_XMU[ET\WM_K+:SN[ZZ8*UOE]B$>?S5 MO)*G^0\<>B*'1N?9;_(_-[@Z^9QT6X^BH#=93*I/!0F<#W1+]WQG3L>L)L9M M3G<*_@H8E)EF+"2V!JKE2-<+7LNVC+A1J&R& EBT\ZIK D^ZBOU*HJ3H;S#/-M* GV(B6E@W7-IBHUL'(]ED=\C[8D&(7@)G4BWD,'";^";-V0T6- ,==@$LB3T7AHU_[#%5'N!.TV E=NZE+ZS>^/$P MQ.7!.\[Y:+'?)Y_S:L3EJM]5F[AH7IPEMME11^2,<@+R56_6H!AK5=FQ]R(K M5G/(#M):P1RFI#A-2.X=;AZ 5[P;2M<3@33H]-;7F86$+%,(KDD1WB9&%UE1 MW; C14)H6%30O!\,Z=YN]QLR2'OQO2N,=3U5[!GZ]S>C)#W)L!B?_ MBDN3RTP+UUNI]ZK>T6&9?[U-=TTRAC;1@%I_84:F5Y/*8,(ZWA#HFO./5XC\\=P(SJ% M!+T2&@TW%LSZU3++CNQU/? 2%W1A%V>PGWLK.9J^I@3)@EELXPTP5YE'3!HR7 M%<3>1:84>+YR)>X69Q_7&M!!ACOX8PE,=&.F59+1#F-B37&8C@C# 4WMBZ]H M.]C/GSS[=[> (U1K^'02US/% A%#2@(XS]'R7\&>-I(@F^O5I.J&3R4)8XMF! M&1 WIO&.:@=.8QN.ZRZV)O&()Q^+V&)'EEAB%[ZA27++O'3("SYDC'[4_ MY54/A=? =7YQ. DVZ(I*_>U5=!N+$)A5$F/J6VF[43 M'?0^N<'6A\6"MB&O;W8N_7.BGB'1C#R*7W7TQYK$!RA,4Z1*N"5F VELY@J. M+9N*#C"=O)IR<.!LNZYB&Z@&CN8P0 SZ=Q?:^E0KFFJM:?,9OI3%@U(">|,. MSJY.7VQ[-MA^T2GV!)F(IK##LQZH@.CXI#__?;MVT..T./9L/,8\3F#=- (H M[1Q2I=K?628^!B'A29O5D)/1E%D1AN$ N.AG)W:7Z5@-;&D\24RF "N5T';Q M=JM/DZ*_36T?YD'@S ;P"X"$D,*0DC'D?9N'^*<"+*$(- ON'68\3D(05X)B MJU<##,97\E;NFTU MR+NTM:2CS4@: T$_76F 9^#86T0Y2N!V.83?H$!>LF8 M T59QM31_2(U&K\UP>E!D1L#+C,BF'' R_7?#)H8- EW!;0S!P/ZC*C.2I=9_ M4,U,P(2P@P"Q!]ODYSJ%;,N'(M)JZZ>;7'])"_K5PLU +7"*8BRBQX!(Z4H> M.0GV$NR78*AET]CX=)WN&_D*L/A'[448? [9)2%CW__RW+>_<>/_7Y_V M-X4V1 J\ G60X:WB-TMLMQ)&R22]>4$?GX/ Q#J2014GASF. !7/_'D$LP! M<'WFT?<<>H^(U+A"_4F7MX6K RB^,3'DW$V_I7T+@P'L VNT7#E(DDO2>Y=< M(AHMF!;8"3K3U_ ,P^W?7 OP5L*32$,GB6P><7[UTV!^]7?]X'93$&AIKG8P MO?1 2R0+&F%,5,0XN+^)D976(+60:(PUT7E1R$>=)!;>NR80 "Z,&N+,"@<8 M25^;D%"G;^_"YL8(;2/VV2D-!<4MZK]31&#:ZPL9ZL;'/0'/W>2*REP;-#)4 M/8!*9.6C40XT-*CS'SD50RU\Q(9AWGU!,FYUX[,:]B.PW$+$OTIN$]CO+ MOK-./;$\^B;.-ZAQB9P^/-MW>K@3"IM':BG-^0#G&["3,1BS3I-SK^L @-T\ M 0#S6UGE]K6PV]&2O]%Z3UCFG7CV=G/%[]\G":?R_F\M\S\T?96\;3"M*W?\U0SR?_S;LQ__-GO'C]YKI;(0 M(9X0^XZYUD$;FN> (CRH+D,]524.FN^/+L3.&.Z MT_^QLE67U(WM0.6PR*^5>JS,KT %3OWCO=,_]-N;^53;3#>O\,:S5;XP!OCG M'WFT><<>H^(U+A"_4F7MX6K RB^,3'DW$V_I7T+@P'L VNT7#E(DDO2>Y=< M(AHMF!;8"3K3U_ ,P^W?7 OP5L*32$,GB6P><7[UTV!^]7?]X'93$&AIKG8P MO?1 2R0+&F%,5,0XN+^)D976(+60:(PUT7E1R$>=)!;>NR80 "Z,&N+,"@<8 M25^;D%"G;^_"YL8(;2/VV2D-!<4MZK]31&#:ZPL9ZL;'/0'/W>2*REP;-#)4 M/8!*9.6C40XT-*CS'SD50RU\Q(9AWGU!,FYUX[,:]B.PW$+$OTIN$]CO+ MOK-./;$\^B;.-ZAQB9P^/-MW>K@3"IM':BG-^0#G&["3,1BS3I-SK^L @-T\ M 0#S6UGE]K6PV]&2O]%Z3UCFG7CV=G/%[]\G":?R_F\M\S\T?96\;3"M*W?\U0SR?_S;LQ__-GO'C]YKI;(0 M(9X0^XZYUD$;FN> (CRH+D,]524.FN^/+L3.&.Z MT_^QLE67U(WM0.6PR*^5>JS,KT %3OWCO=,_]-N;^53;3#>O\,:S5;XP!OCG M+L M,H3.%,P-6@GPM;N6.A[]ZYC- ;8EDQW9PVCHBBB#7I8PHF5ZS;=/6!:N_9"N$ M7_-^"[O@;V\CY/F4YZ72&X@8^6>O@9H\8VP7C[LQ9;*:QOA54;4G;'/Y,Z.FR ML9P[R$86O(D>,TF%LYG),2!>9#70%^(TOIQ]WV^S3&\[,32=H5PE!*@0!,8[$7+Q+,'G8BS#& M_&_JE-E9?_)TV@8K46FS;XSFA40/*7W^XL"8DU-FXDLS$^3DFQ,DQ3/-K$0O M$P[G4W%+G8U,DQF@6"%:P80U'!_F-#!^<1LN=0B79ZM\C71-+2?U:_X!$=\% MO]AO'[I[!WN/D\[4G %):K\JI<,<[MJ,O(]IX&H;(W*MU#> 15[WB:7H0/@X M39 Y)HZT5!+FE(&CWZIR1,%]"7"@R&88P86PA1]2?/<%{!=ZCSOE++#: L9 M4TC+:WD5/.5C417+,D3O,? +\X!/DU!R6FD@)HLPVT]65CSK,=%TOMH$G7+-2 M"(;YX?887FG4$R:KZ)C;PH;S)Q\KCK]+5T'KT5=YY9PO@J +L/W,W(_Q$-.T MP3WO18[Y M3E)HQV/3@ >XC_2W[CCU,\.GF#B@I)_L3U5MX^+" /.D_,(#Q=_M?;Q1VVK0^.P E)=C;LW71H[''"LR2?#9_'O)5CWC>LC$M!F\WK&E *YOL33$M M9B9V>%OV&AS"W>D!]C([^[50B/=>+!ADUE'V+]^FV2=(;EY3-N:.2,SM2C" M&P;7TY4)*A00N5[P.OB^]VBZ''G%P.(AG2=P/>'C8Z9(8L \RMR'@#=/5#YO M/)D,$-(K/=U]>A,9>BJ(J P6.]X7U]-A:>"!CZAW13\0(^CNT_/^_8G:+\% M<6\DR_G1X0$^7&J2)"/''IR[9WO,Y"T9L.+W&5$H_J V*,>EJ5/=\&G11&2 M*DD\64)LI^:'M[#]AN39W5=2]FZ]<\?&Y4E.(0%;@\6.'M+M]833C DU MFR/KC?I)KI(/7@6..?;DE(F)+V/24G,B1\)'F1*F\A(G1MP![<%9NG^>IZ8 M5X#_HQYUX)JBU@/SB[^^\/YH]>@C])QJ^]0\V[TGS,U)/Q!-SY=?]DD N(=MS!JC73_GN;6X9H_XCB@F_V>9F1_*^9$OB% M^LH1F[SA^MS'Z%]78EQ<98VB>UV_W6=K=_P_MLTGBTCSB.WB)8AR'$3[0 M2W#<")1$#:RVI*LA^EMI#K$O]SSQF\)[8VX/F??-3T!;N+R]TWC;%; [-0,%# MD27N]S/%5ZUWY/UAD/GQZG&=. .:T]-O6&.:_,$_G.9],^ZM]O:1(U11.RKA M[1-0 GWH%D5NOL,N5Z.ZK'=*$)2L>_M MR^!7&F9EI==:=_>]OH*0$\X,S/SI_, MH<.TT1I X1VX]_3DS^[CSU:EM.VV$3PT=FT0>-=,5,"D)0,=[1__7VV?2: MC? NB W6=0O-V!V4:F[2QC&*'']$V4IB$@X498PDKPE91W2D<@+8=/9*0VMC=U7XCN)*Z4G:C5+K%+'++@K?Y M*KQ[/\%]29B.>(&,)VI& <@MVM=B9MQ&@]9EJL%0K.H8\%RF86CO0B4/PZZ+|\ MOL5>FTQU=P*WTBV(RKNGA>+'W"G(*LGA'VEQ!&M7GY5*3XT.NNB3--W&D#,=<_? +O1@M3 O-L[(0T]IC':^.&X5<7;B8A MRR]M;3CI-(B*4])8*]F/+*?Y6]5F?7JLB.N-M*SJ_T*\++P<^7 L6X1)L!Z*6&FC$;.81O@!Z;>\U\6+X2)X[M2$>C+%L(4@"P@/.F-"=9-11OB(D"?5),T^S($77^Y/'S0Y]>.27]01(2:!5Q M+@#?9DS&!C2G8$J-A21:< M'[3'? X% #M^5&"48NDX:7G(Z;(? FN$L1CKC@W,B@G71E"G2.P!A!K9L0CPI MW>5W:B[*"?H5%];(@X:B]D+INV3NB#U5(B<;B'RV=CP39V!XV&9FI0S[K2-9W! M0I'7J2LM/'X[_)8:$4YYA'WR""&]Y]O"& 6K;T^0T6XLGWX.AF%RRZ?%N_[M OW J:;F-],'WTLV4S BP4^ FKT+# #U;7*2?_(CP]C8GK*-7_P,2< M#LJS3@%?\S;\T0+O=XJ75>'Y8(KA\Y$-/AGR U M?,>A:C(PI(1:-Z%T"1UA:YIQ0 M7R[K+M,Y9F_I6.*_Q3>W4E^>DCF\$#]U+S4(+)!VY:9'!3+Y@3QH;NO>R>V7 M3XXIN7T^U>3V+UDVO6PV2LU8#.D7X$?\.(2#O 'L9J8@P*.5\Y<@V6- ;@M=9 MYG_ D4&51G_5/&S&C20SFHP5;R3\\&F!E#E_K]05VE.;-<*4-.5'<@XJ9OX M5"# Q"!@,Z8E&M D>5542%V-N-,1M9%2- G/N7/"1XH^2D7ADAD<M:L9&IG4C+UE 6QM(IYCW^S=+:+Z^2V7]U1IGA#IG6F- %UU9?&X=&-)1Q\F[- M18@*I8P\;,]7<4W*\(R,_..?HO>KM*& +0*H) [BL&@X6].20 G\7>&P[9"+ MFRZ_2)N<)>SPH%$P;22!-X2/FB(XK#&(-$'>HB7EV 06W$O-NGG M?&.FXG55%.9P>F."O^NTP&*,UB8#4UJG-Z5HW4/- P_6C-%5(.:BA:0U%_D9^A]SD^UVLG6:I]_W5KME$7^SLAW*+@0)!2\3%E"Y90& MC11L#G*BH.* J3$@[\]:QB#NM27&=\17],P++?87KW$Q_2XE> M7$B^RC@8#,!Y5C>V+XE<<%=]A97_O8H5I#.,#7@8='AP#O&!=1]/7M\P#.); M,'Q]7P^LBH*OZU6^MQ\X?NA-Z@3^FN=M0*+3)V2)'Z]H? M7!NA@[5D$=JL[-MX\BDWFD&K4;_:W[Y&W0L!&B5B(O0$YF]VK9P>Q 817]BKJ".BLNNRLS%ADM M19@1.7"366I^L2+4'<*$UM30Y- 4,>_.7DK9*I!@8F2=IHH0Y.%*@9R)GYG,G+KX MU1RI%)+2;Z1:&O+^N C+QF#N\B?;HT++%AR0\Z+) .G.C M_''@@9DJH\6%">B7YIS][=OWQYTA#R-- Y^9,%!@W.ONLYJS-D)'9L"E?:S M'LIS2RP]TNPF [BV;8[_HUM=$D*\\AY#D$^L,(:P!,",$5_<5SF]"1"=+34F&2 MA8';_MPH_LFT1SQYQ.I[,!]D(NRK$X9I9)#=T0I"!$;1'}M\+5@8*E84J4D MRT-4!:/EXQ-3Q+[R:B[Y_D:8%D=HU?MU9!\@I5,@C12C['5WSK";X"3I(&L MX[PL^+TAR=D+2N8#4<4M9R3F2;_QLQ(3&Q"3L-RL/%\>Z5$)R%-P?0Z]68_5 MQ1L/4D]M>!G#)Q;7/?A^(A;7$W:'L6$;K@U^ M<+QCTS0HNJ9R=GG@,!%6EEUUD7+N!F0(-3'>Z0U>N#=_E,&S'WZ@_C4X]T#--M;HM?GB<_J* (3D!AS_M2&.$@**Y\G,BA))/&;]'RP>3K_ZHMSH+-1MC3Z1RI$T+:A<#L#!9O95556$'JZ*G4/AC4" MCTMZYV@?48EG9Q0=Z>- U7).;/).@&2VCOY,'D3_E[@V&VW<)QD;'.@K)YYN% M\6^8YQ;!,XO,K+=UC^K:A<1>("Q[4;<@M/X6>ITW>_GPD:?3_WBO3R6_4FB M(L:U&FD;/? 8!#^$\#_:-V9@F\1M+4,SOS:K1#00++JL %@J%,V2 ?O&SWC$ M>_QR6(-M5$-Y.'S6Z(.L#YMZW.>DQA/Z^===T5!%/(N_@"#[]ED MQ8^\ .B9;RR%GPE\='B0$X6S]++O2=O!IV&>J@%_?K8ZK/T.O8289YA$.S6C MQ&!BFZR'HK6==KFFZ)$H(Q?U4ILJ,):>8MF QQCI&_6>_\3O1B^\+VG-KJ?O M^<7:#[X_5O6'8*J/ILJ5M7%Z^_9$1?GD5+@/V?E\LJ, ^B?C:V<+=$DAQ@?C M,9BIIZ^\+8KL,H5#KOY#6U6'72(/*1?[[.! IGSM5Q"X:RG3 M9:PA(#N?8 '_5X;L0*\@Q<6N7B0";JD0?9I-! M4F15861J)O+1_#3+K:!-5B](]G86+H6&BJMYT#KS1BNH-7*=YM ,6F?K0L0/@C HZP>QF[N4D_L5]%*"^R]YW7 MG,<\X[9 :KVAP@QE8@(H_-C^SOT06F^M+:^_JR$< D?B-2#4_](-CLJ8NBO M(:)$.!Y2>\#_1J%L!\-BL!Q@&$P$GQ?#KX(24M ;,/K8EGW<:P&$$4"5"12$ MJ#QY"6-WBJ[\A)< DY_,SC[/_;Z3<%NQGLM)P[)86"AFZ) M6IJ1N]&6LA@N'#)$$LG4V2R"DOY0\Q*P1)*2)PB94!XT(RBFB'O&_*@9=)>K MB1F8!\?K=\3%C^$NI6FZ):-Q]&&#HN/U, ZU1NX(7HVNC<.N:7RIBH]HHE MB_AX,(=9?8*3Y%@27: M2E)6!B_BD>#<[.42(C:" S%X)'T?XV4]"$]$0V99I)TY=RUR-R0DAY/@Z9,_M1:.^.? SQ_F^IK''S79.P+Z)/6]$'X/:FQ6:)JOSM 3;T- 69Z^":,KYT6IM@-MU)QO3>FCE"XW5,(4;6 8<.:S674T,5!9Y;I92HQ(*M'Z -N$6?^/K?TO9,++* M/&? @2V=V,3"SITKA5"N%+[]AI7#@H#O0JQZ%=4%WO6]<:(-C"/5")"BWCS>/ M9V=\'"5:[?8]"XN '$WV3X+ H+]Q(/("UT,=_PV%OT*N%@V]H=8.^1RIY";V M-DK:IKXJ,G:L8>& HJZQ <'RK R!HDF(Y:H 4<.HP:'!?8V7"[H;0G[L>05 M;RGJC&N4>*2.(->:KJ]M;&)9Y-"\;4]K'6*S%I@#+]"KV)O+[F3A%8[M1@* (:X.'AWVY23]ED<&,R$AB?]F\\ND&.9^@:-Q;872+UG]Z3\;8UAD)WSVC3 M>4=+N;^A/&9K\%#,P6]XOG"WX0?F'R6,Y.MLF3?(SDM$E:H^>&CK\"H6,75 M;+/CF-^^<]NFS4LVB41V^YB-1@:MQY7W :?A?9;_FW-FH]AR8V(C "G^>,_MS]U4URE"8\>H.ZVKK4)CZ2JP_L_*&@W8!K,\NO#P@,E3S $:7!C^WN9]CM! M0:\,.*[UCDS,/VF[PN1E4E[!&@&+EF-98:2=20#=NB!)/36L&U3/+NNJV\)3 M\NZ9>Y./AO]!K(#HUILFUL:3F,/.9K2GDNX2\78+ZPBR\DJ^FR4C41BWMIL M\O*1_@1:CA$RGW@U//CN2D_;]"B\A& RP9-!.["N4P#@HP=#=6/T,ZPW0+E/ M7G&)C0,T W]#(%;E.@"*FY*-U4!4K!+>L,;PO?%QJ%O!$F M=[^_/R*-FHG7S8A%^NSSUDQ*@Z5V#J%.*__.!_?Q^GO7#\3="\X38QH^RI%N M#YT#^W9? N?"C==!5@_&_*[:WIS5/B'MBK-:#8"&D^2#K'?0W.W#0>]O^#6#5 M.5JW+,>W.;N8*\\KDE3-*8]D;*-YMMN,F>W!4&:E Y/DZ(LRMB^KKPFV HT! MW:+ (FRO@AT8&".0KZ0>K#5OX\89H,=L* *AL-G#_U^?YF57I&T%\O;=%IZG MJ53SFKLT+UYL_L).K73\NRZHCYG]"+>XQN53L$%A)D MPVE J^0ZXY+>X*# N;.I5N)W1PMU/?4)=']Y'@%;%!:T]F5%M5EU37J0G,K M6G&J#DVU.O3C=U,=BA1D=57%)KG!NF# R?6=KG04]NS%^AN-MZD-O;',2I_A M3H9^(]J@[YU)2=7\)%W [91MS1M52RYNA^UHS((21,J]KS+P0\>&6$$R+%B) MP/]DP!R4Q&R#0&J-%=DUX@]I]S)*]WFVR1@R\U)W6T2[(:QS8\? Q]6_E]3$XI:O'19,WNU(WWP*".8[9(TQ:LRG MWR&?0*V0K*

*MR"AN2F05F*7#2P"> MC0B8.EE/ U<5;W/(^>QU!VAKWS$O0C^#1,]PQ,#;8?[UMR*-B@E+U>-D':TB MO<'P@9),T.]N/EEW13(3)P*^]7=@&RTQ#"QF%UU[5=6PD.":=/0.E:'L,N(MN.'\[-Q#H7AR"M[AU7]=$]L75 P3VX9!R 3CX(2\,C=7H'1HJ^X^C"QD$*,R M_5B,&6/$@GNKUA3JNK-WP5V(ZEON*=0Z_R]WA(V2T/6"UHI^X[AG=<[:J[KJ M+]\&?9?YI,SL7O91IIFH,E.!3\Z'CSZI*OD+'!6*N)97M%S;]DDT7;- %63R?!DK1)'A4 NZ" M> 4BK\F "0JR27 (75)E MZ"?DN:L)_YUBY=4"FOR.IN@<2?W7+<;]VYO\@S;H4$W'"'AHGT MUO$ZAXN#$_P%-XA8DWT:? E7_IEFA4?OCI6C$/!"5$S@UHL9=:]JU'K\ND6 M6"D;AFT]TF<79\7LE)GMAH@ZAYBHE:@2ON4XJ&W!Y]4EZ3_3<8*ZL@KT@!/ M'>54M,0ZS2VNJJO?!OS]Q:75Z2?^[\#(]--?OI-JP4]?MUHPW6A>;:#G4V6H M>ELNH:)I#-*KJFD/C7U$457.=!"P$ ZF7],;LM'?*]5-OH%6H$0*% !MRK*- MSKV0=@/4;J#S" 20S9FSRM#");,B-X?."IU1)%TU)YWQ6 M4 \K+IJL1,<5' M-!SD7,G@PXI H9VY9H0NT@+]\TC9K%13%,#[DW"3$R@+(S,_:K(2@0 F$? $P_9\V(M->7)"HQ3>Y(V[1C0Z'I+B/"@")KY#J9YWWE^;^S -AFI?9E"2< M3G\%=QK_8Y4URSI?T.:B8*_!QEW)1IZM!IIXWWQF/AV:>@R]P$@4E.$J6#I%*

M1%W,OW%>$5E.=@)ME"@%)0[FXY)T]"E<4RQ0(@8"_H3?+G(]D>3T4LMT"Y6\ M6=H2K[$6]L(%\R#)?"3?

8UX>U%6E985FQ8[SNJ2B"35R/N^'Z)3<>+O%8TF5 M; Y%>&]<#%[(M^1+Y9P1UDE_ 2&P+N\JB59K\8F@8@)1 MVVRH6)'PJ83_R;<9>)N>

=KKI=0I-V- 'Z@V1\HKVO^T5%]0&).GMFFVSAZ M7,0OPW\+A?&. 7%]Q&0O<%7.F6/S#'6]DLQ+J9K!^H%V%.2YP&,UX$_BE6T/& M877$%*

*<9A:A^_PA@Z:[&*H^^B&W.3UE@!%&M;U<[UU*Y;0^J;9B%57;%RK88L M2FZ6)4Z)@$E%Q.*

*(8ZZXNG5B6SR[=_;X<_4PE2@P1AY/H)A[7O6J*NA5S0(U M0R&)/*IK$VP?8%<"I] ^#V6?E!R>VYKTIU%?R/-YL.WJ5W>"LF6ZRHJ0CSH1*

M[Z\,2S<0;@%CGYN;,ISM#D^QK8S?"PZ#G^OV@RJ;'+W&%^N-(.'ADN@. M[5{4D]N"G=4@R$PB?],O1G8UV#[_VMK/777!P"1.#

*\#NRW9.M>/,\/IC]HJJNBEA0X' M*Z-:7L!YY/99N=/2$]}8,A2ZV>8TA&;U6'5 MY%^,,>QJ:B8U6_G6BM(;)\QJX@L,@96.LK82K9OL]*

*(W7U#\!0>FS5L07TIG M-RG8LKLZO;S@Q^!A6+-=E*EK=5'5&N;OS'WFW>B("V/*,SSYF'^+Y8M=.<&B;9.?A^3J2E]4N7.&HRM765DD\+B<"K*

MU/^,4ADZ>V8V[" -'K'2%&\V()0YY;U3&VAC%*?D$VG4X?!_NO(G4:.Z?WP M!S\^/29%]!=3K;?_#%[W])>.H/+OF&#^N*

*(1DK56>!,J<=,YNC@5/:2@5^3TV M/)A=ZKDR$49EZ2^-N%0V9JX$SH)RA5V5IL0L3,+THSN M,J$. 8AA\>++959D0C049+*I?A6CW]_WV6.8P?[#)X"+I"*

*(,.Y#0J(3GK"VA MV.;))YH8W?!0E->K%P_U;B)PP;YU,60 *1|;,&V3#*?6,F!6$NK26CT0 <3S M0^V9Y!SB"(\ &C;?Z!B7 14Q!HXR^HHQ M0^@V5!.-*

*W,&R03;3+1CVFC&;+VM-V/VXOQ4/"]^^T2_5D077^2KF=D\V*D(M;Y^[B0T[C]4]:"1650'P-(L_PZ'$C')-:#AZ/MAG>EK)S@*B\;-T0'1;EO09N2"_J[,T+=.;*

*(KG6&!;T&,+7]-:T5"B3D-Q#-A@EU6%.G?& MHF@R*8R1U_7^1ST)M_SR?1L&X T\-H^:'>6K74D?6E&,Y\]1[__(J:S'V%"IC MH>P9PKBXI7#@L;"^;M9-*

*<4M%:0B4.JO+SK\C; [^#. ,;/)J$]U=@Y4S2R3.;Y1%;&2_\7&LI3R5YO PU9X$?," MC7V#CIT+Y]_,A_L3*Q'V1/,9P 3FXCDU*HX!/$TAM@)&+O?\9*

*N>A/BBK':\ M/7K5<#X<<>US! Y8VDF,QKL0^TG.RJ[;K/D"0QULFXHC%8X*A#)\/;A>A#Z! MCY8ZRS<+XU1GPPM,CG65VL0EH=*

fGB.=^&$[T\4I9%B@4TL#F:+%&6M@QM^'2 M'TD\+N"RM_3'+K[5;H#50(T>@%IXS4SN]2?P01)@G;#3,]!XD8"=_&#)>5*

*M@P%89C[>V^^#WN*XIZKV"LN+S+D_B$!@MXA<.;MH1_@0]KJK\)EL,V.M8;85 M%#R0/.<,DYE&)[P#)-H07-\8YXP,V"L@S'8P%P(2%UH M,S?*

_&9M!'O<=)[<7X?66 4I*%7WD#Z2VY'H&YWHNS-55/7X@F&;. 9WSPO";>>RL+%BO3V5E+\E%YQ"&Y<%7RWJ;QIH+\S3FE9JU&?&]'MT,1[PJL\%5"?*

*I3AAJB])KD/4M,B)?A*I*MNS@'RM^ M 4H+?>E-+=LN[8QQXU<8 M,V\:\?%IMOUQ I)=[OI<]#)8N/*^TCAFI=0N]_N=QR83 6L4IY96J,A\F(?= M&./-*

<0U%H]Z,G&"0#03RF0TV%DFFP?):,Z(:PI;&%WFL{AN GP%WSC@=`5G NS]>38 1 11(1)7.?G_\X3$@8AJ+IKA/1,.) MPGZ_A64(U?-.LK.-

RPQ%0Z\SRW;J-?IB\HSR$Y9I71E)U0\KPL]3UQP9*)] M;FI^^_[#[!?C#<_^Y]%/G&&XM>)!(68%(U%Z6!S0=09=UD7,S3:!Z#&OOO'E M9P;4?*

+_T\'>)++!C$]@N-IN0T=4L=GS:Y=4],Z*@K27,AUI?+;$\H=,O=T,4P3%>(0@QG% M'BRAWUAD9;86F%T)U670TV[3S[/63!0E0&EQP+=_+W-

86A]:)'A%\XMJE0D M\0YFIS0&\8Y)*F?9)&4;&KM/3H3#W3U$UC]+^W?DW-(6_ ML"D,DW$^IB\39F)Y4U$00DJ/PJ52U=B*G&V/.]6.A4K3V-*

&\\PA.=ZP679.C M]/2VKF 5RIB9B_,W1 40EN7N$;TSV]>#VO(_#V[YW7ODS:NWQSTXK[Z^/:0C MW2Y[.#NKNC6G35Z%]DP H#_^>

*{=0=)M6X%V$9C&U*M-XDF^@/QC2V$ G6)F MIM*V3?+[*%\,1^.:]'YZ=D5G[X_NO1T].PQ(;EV2FY%Q^8 MYP==+!,2VSO@)/WE_P1^D(1VTH@ML7-*

PB+#2&JH>6^^&:1# 9V&D%%QJDZ4E MX[?]8^/LV1Q^[Q\>/ZL+GC^!(N62:[=U!AX695K1:0JBJ-%;TM'HIOMS<%_

MY[U2M\::F(FS,FP[PCP2.6[,_<^\F)FBF\@[W#F)F)ZM;DHHY.\>_[?_^-\$ M0:% C993?B9PT.\9J:6S\85*DO$;\X-^V\2T-IQNHY)2J3$;A_6D=![H5\93_*

*M\6_/7_[-0J6<7P]/+A7\A!DA");MKY;(CIOFA$R"]X92_71N]/>(I[:>@ M0**P=G]G<-/O3!)!7Q<'"P,"C^Y,-9QI^*C!8%(*!EH3U%#.9Y9#-H8;_QJH*

M<#8PKEEY/?J#GLYQ;[GEGF 0[PY:7?AK;7EZ:!<@#R;?:@:&+*%DE)7P]9K+.7YPW#^#XO2321QB),B MV4?I8Q7^JUM2 E(=,F:*>)F@=X![H*BPV?*

&U\4F.%]9T/8QJ>]/XS%(X7!H; M<;,@@W%+_"R'37[XML)X!\;^7.=5UQ2ZI3+[O$4VD]K%=14$25F;48B6 OL7 MQ\(L=@A0B

2N2)/:;5=6C@"=K2K,O"/:;8U=)0B!?+M'(BAM]Q-ULZ[V6",U'_@K:MG=V3:^1YLXX$>01PT8 ?9I"X\RZTF7+HC)*

*M5&5Q&P1(5ME(M7?"80!9W;0P!]W*O0W<>'"U6&]TW8_)!P&TC17&X6\EI^33 M&K5A1[ZL-] US7E,=KZX/;L4[USHIV%6JL%3S=QWVD?-*

^9/'SP\M04_Y']<; MAGIP69ER;VQ,P;$>>>;AWF>79JFPK<'T&$Z0)WI?N$'8 KX!*\##:/U7G(!C@WP7.CYM/&& P(6G1_\7,WP-A<_0 %BM*

*MUS0K6]C']:).L_I,9-0H#+GAM:KMX5V#1\VK')(3G;*G4\V>/O^&V=.,}>D, M[A>UZ"TC'JWPINIJ8[*MSK4C\P3:RS&R!K5[K%+5XR_8U*-IB4I(_"!2-OMP*

M(§ .DWA2II-=ZKJ3!^D1T@Z:5_ -1@?EL#R>)W_R_V50P?7E%,114<&PBB(M\C3I9?89VMH:RO4Y@LR$0\Z6I3:8R

*TRX>N.)&>4"]RXI@3^!9*Y:=_]82WO MV:%7MLXBL@W1@A"A/&1S&M\[-DVK5 8K=<(8V[@9QAT;:6)LARR%B1MA*+;% M#AN\6'L[S*

ISFJ3131"VX<#XDLF)J0C1C)B9+3/:)69N39S_I%H_VE;+3UGK M0B>UN_!Z#:.+%X!+&5B\B68(4$Q_H,.!W>1,H:OI]_B!.$)ZF(#Z*^,[M7A]6?*

8O/[K.;^;Y^ M2#K]P5U>|)* ;M'HNK177B V,6.3%J6G#CA6#/-U7,S[IM"\2@DEOZ7.LGOS8X7[-RK4/7CK*

MJY3/@QZW9.04VBU7@/UV1$(<83N&$71=HY$;Y+;")](EDD7>]WT&'U&,)XQ> M]AFS,YCNA(SS&NTQ3^GM'+)35Z0M'GM-

KE_KD&H7X,$LWP)JVJ1S7JZ!1@]Z MO#QB*JKLNR2TGXOA)+8[,F!SM+@,@+NO85N-,<9_F5?(O9&5,;DL^QSSA)[)$P29.1] M/U,([.4Q",:P+=)E.

*E#J4_0LV\@ WY=D5H(',Z8Y'F$;;A"IH$GZ1Z7#&58 MP%:MQ3'0Z I[D',Y"J9GV&M@BNJ6+BKNAH6 GZ89?A#'_IF48,V$U?B70T*2O%-;!D?*

*\0K]G*ITDRC)SOZ>E02[M(!_P75W-W]=M.OL(WCA\A3[_8):&;?>$C,1Z$L)/'Z]Z=-FH)Y2E'L-T#Q , M'"8Z$6K2'[1N?*

*_OB\.!$.3/ED#F2<79_(^5/D[WKRQ,1)T&<']_O?JOXT>X5P M///,B:>A? .22JN.\TF;C=G:YF/ 3%RG>8$[&B*O)K$) H%7(-]B![8#NS(> MLT(=FP-*

7C$+4FH)\4RH6;[)ZW^IZ_U-IQ^\D1;781![\G/43G3QX? MEG?*-WK4D>Y]^$1>K-5A"$C+6LXC:?P5? Q@XJRG_JH\%PJ?LDJ%-C%0(KY

MDP4VNP4)EAH<-?)Z]HK'-]P* %M!7(5TG:,U5CZ@]7"^&<[C7+3J/HNK Z M(R3?>IAJ/Z_@L;JOZO0&)5$'TPF>OMZ:^]DH-G%S MS VK]*

)VOC$/G]VHRI;7L,[;ZB:M5XTND^UW??.BV+5!7DEX3+BY)#0S,;5. M!YYO=MQ2/#B^>B+_-#W,37RVK^W?]FO\G#!L!SQUAT6&O61 MHTQ:L;@59

*=++U'V'.UC/"#W,@0FZ%] M[A=37EI:YMBM>W\56OJ+^3%RQ$[M=_A!"KRAEAINX:'L,32AX^'V*_3WVF_MG']"=3":0*,8R#81]L'5NF>7B*# MKD5LF'?*

Y@O32_.T2.UEL_XI[8EB47^F1T5+"V88@F^! LR5R]8"^F?4A"TK5 MNO?B.!R1%V9$9% *?;7MUC$&2R%F(-I%OL8 H-]8NS5DE"

(+P5O=T0FDO%%>R[Z \^YK#]4) M+[@/:1FV&-K'Z_]E>WKX@IC8!/$=`B8$CG2T->OL(DMB=Y)@7Z: M98Z.L=0#

*[>8S"VN)7V@KI8/K\,4,7\'[W"8]C*HZ^/N-IG[IC*\@!7B^%E*

I3"P)BDR;>=TTM'^8D0O2@-I R4PBV(5F%N5X"<%@NF M1]%2Q$AB8>((H'.Q].3X$%YE&J!::<&W\A:%]-[_H].0IY">)LN*T/V6P&:-MPTXH?*

OT/W<\7@IF%M!9QNDO."#E6'-YIOM]EQRN+SFCX-2)-QQ0:R'+3&Q M9Y<5N2NTO.P$VF_]*-?6Y@TC@Q+*

(KWHD?:2>8Q5%AOF/8P:9PZ,FR@F4"M?>$N>] MLJ(L]CGXL.ZUXJJ[G$CY)ENW^.'KUBT>5F@SK#K^>XDXTQTH6ZSJ69\96$F, MU:

*<'@3O*AKGQ]#E@[-FN9M5(CD^[FT GK+!X.N=DW5E%'\YG-&(T?%'Q46B_ ML?G=)HM@1W9#Y6E1+E MD1[\>V66S,"23C/EZ*[Q+?-U__EA0,Q#*

*!2K_RX< B&>9=?0.P85(=VI"/"U M;X+;*QP2(!NV#"KR&DVEWG\5]D0'ST#F/XS]B(@%7P$RLMQ'O9KYKHYCX^$[MP^+T[TQ. /2K(0K?*

*_RD$,GX7PJC,N(2./*C"8O<+>EAOY P&+%1&9S8)<<=LF MDYV4&:'K"-3]%,JOC$TR+DC=%5!B+VF\X,_(K9*5S8X3[,$;P6&1^TA^QQ($*

MHM'0UFL8U_602K4'+2--OQ+YW!R9IQ$;&Z$?SA8G?>MXVL;&:@=>1#9ZY%E3 MB_L_9FOE>2Z448%0EH;K,XHG)TGFN'BQ&M(S+6F=>[*

*MN'^!6C'AR+TNNY'. OP6CP)\UAK;;G.<74D7@X*5_BEDM2AD'&@HV@]:_M/Y M,4'+?*

YPJM/P?)CYF(KI_NDFD].Y[OR>"7=D1(,E!S^,,>F#TE<(]V_C.,TGB/R^ .B HXZCE6!Q9*)7TSI'$*=S6K M;%&;T/>*EYADVH'%;6UQ47]TJ\M-UG,JN-*

*ZT\KOI5!$";F#419T! RJ.@! = M9+VFFP>U!]J5Z;KR$^*LPV+>!;?1]ARNZ;770L\N;9P2>N4*$NILS]PG\%8 M>H"@9=4@")&I?HB]QU[%M?*

OL"\D70$_3W]955T3).?"FI20"MK<(0X12$IA MK0OGJVL'T\"=K#XIK"U#V[=(\YIC<(-A83Z^_$N#YN2.'F7*

M7V++.+.BY%P>C7/IN,.USF$/*4)B4;]5Y:-7A&#P_P2B8I&++,T=U1&VL*I%2C^6LXAL-HZYPR?I\0TZ26!X@_'9O1$5Z!M; 45 M& ?B,=B="3G([CKT%

*(D8$82)]NLDV*3NP6Z*_0FW44K$9P4&U@I#MH3&R<;6 MT-GO.Y%![@WN](Q!#/-!N#2 =X"^3)N5 C8;[PVGN92O.K@DQ!Y6CVN16;XP*

*M=@-.,*JIPJA>?C_L_/VDF+\E/,*_'MDQ6L2NM44S#^YN\V#)8-N"^PNV*5E0 M-1K!,-M$*!67(:-^GQ4K@\4,*

<^+@6];2GL6ATO&WB"+VI:MJ+O11UJ:,DTN MDGIJ05SZMK=@U5PD%/:$5UQ5&6'W@)2U,/XN.\2!2"\D J^C>VEL&VG-8H)T M1V.R!%F$5:,_W-

9:$64]^=S'}83E(_J;N /P87@5T3DTKD.*\B*5A;736]T& MSHI@QQM=.^C1OAH# 14-4%\-J+P1-'7;'JB67L^*.HX>0<'=XCH[65Q9>$, M([U0.X3-

*.)P&I%E*K'O=P?J46/?ECU'>**R&MS$(!97]K>4L$U:KU2+W)3 M#ZEB-H1^X&QGV/XCS2]'G'4=[A1U/)T)LGA\3Q.:GJ4)LWI9+B-HR.58N;%>G(OV<*

*JKF8R^UU>MYP_YM ME\L:SUV16\XK/|;+V@;$IPL8(QHL[G:#2V^Z32], ^.OYD\0,"OP?9:71F;X$ M4/@&#N5.*QZ=&UIKL"3;"FK:;<1#AYY]YN\N>($*

MB&MTMP% ;%%MS&1#4FLCW G6$^XWT/?87;0//7W/2[W^5'RO0*9;: @A#QF? MQMT+B<(+F,A)3P8_KDO?36$Z>$-?PMJ6NNEN#WC&F6#=31^L-

*>MYT%ZR^S8/ MI]MM/K.EW$6(X%+;+V72XA2#'/_>8E]4[YWV-L+T@<-(VF\!YU%3?]RN^S= MSJ\H?L*BJ)8D^V:)]IS)B^X5=--=RE[>WJO74*(9I/O*

*AVYLL!->,@6,8+O= MQH#@!:%FF(!MMA6@72S-]J*5;QQ0:R' U5%0,T#5#,W^JK4^UMO[C]TO1,RO3 M2]>GZ\43*3")*

*(ZEL6X01"^>VIN5*HOV<,,U9XDRJM@V!Z8NX1*,&R%G=GNF[MQ^V0B@4>L9 MDOY1@JP((Q;#<\NT[2 1NL7KS&<*,D2(KYV\N)*

(9G;CO\L;LR!S>Y8)K+9/P M7>(K+J#S&U^ > +VPRJ@E!DP.PJ 8ED-*%2K-M3=O!AIDLFDQT$%FPT?*ZG M27RW\&P8Q30'3KE9N'@HH:WM[6?*

*GON$N4GZM*NR,E7_.A\L_1YRH&:8M^R>3 M4P7I5ORL/_J4)F.0<%K2<16S;SO.602)/LW=]JO)QK,Z*+[L;&1?3/]H1@S% M)),*B-+*'&J+P115#Y[OQ.3[^;\!*]9+H!'6]NYT2ZB?"X C&P=)KHJ+BO?V>9S_L=GO@.].3T3Z[F,\ M[IX9MV4_#-*

TV$>R:=^!@74F&E7I:_Y6MF'*CS\I=C[GZ]U:HNBV-6,N<-_Z MPW0>46*MJ]U"$2ZJM$9!(*).KH@>E&']+H2[Q#9;N-ZB6MWVG@!%F]JE=K%3

*M14XJLPDX'PK?WE0K&@1\M-[!QSSN3[W7HPB UQZ^*Y*2,1D]$Z3+&92[4AKC MG>L,2-BA7YC' U@2D,X;-5H>0-OA!3B\@%-X^_;@6FN#38.0]P(F?*

2;ZKI&7 M&YQO%%HV$Y:GA906&N-.M"$%,W>P ,C.2B_*#Z'#VZQ2]CK_(9>[6)E%:M8: MD;"RKX4$&]S#A@N!7:#156'!H%7D"?*

_D]R!E_$9..3T5]3UZQ(^81S'2IC> M;%+OZ#X30."S)9(2U]E:*$_,46)V@?G7"F_B3:TK;<5F#>]]WKK,:NU%^=<+

M)3RC)!J:BO$(S(GXM\|>/S\]PM5NL0H9SGZBZ ;H6H$<&F'1HFKB5+(J51=@ M$0[X*Q@*9F+))*T[5Z;8[6ILG-0*:V:L\/=P8-D>[Y>.TY;9HA$ #Z0T6%

<3@8QGD@$F:. MM#;6IQ3QH3#&.UZ/>=AE3F=_5#DUQ=J4"'8#8%P1I'=<^>_,2P8/A-[E[!:0

M7G7%K=>G,WS%T7X=N1U%]>;34\%_J@7_G[YAP7_Z6W9XST)O:UYO6_*;M9^ M5I]QV&$H8]]H1P_ +%0RR]B]/?#[!QOQ658(V&@XH*<0.NN6.=%*

(2ED"M5+ MXN'J4 T3Y3ZF[\9BFO;0S/^\B,FI0#08:1[6&8$P%'\#9\>,SQ2H'KGO;2TMUJF!#GQ@T=%. -. M%P'T@-

/&BF,NB/C2ASL,20:)\)\/HKQPK_(NJR%(,>=B,SL;>?O(\^/V(*M M1\#]+O[FI=AT@"W*F)3Z>X]!$OU]#A]M19>X%8[>EAR;4J.0E1*>/Q;/9;*

*M(*1QG&[!=M:5]F H2G4'4]!W6A_///[:40*Z.83MJB4!O3* M#FDCI Q.53)DR3P7:8*A9BV(KV)A1E!R7]%TK A4O#]=B3>0SV_8S?*

H'@'RA)G/H%JIA\@CCM]ET,;,Y><\\+ 8@+"Y,V\G/";X?++5:17LLPI4] U-"FKNH9%EF8*L35K/;C/S/Y8P M$XUHL[S*5EV1K?SYX+9K/8/+*U*

*[;UQM08X'%\N_YTE>**)S.QBPK?RWTIH9R M@0A90_Q86C0/J#0/L?6A![50]&+G;7R/^HK^JN8]&I4'=3"#B$QN^J@5A6,Pl M^(OH:EQ7.?DN*

*!VLND7+P*K,[A/8W5:=1ES/!MB'32AVR;Z5\U_-'D3*"(269_G=6,B."K(E?2I(..WI$Z@7B#4&AJ/NS*82\"24D?*""NB\3 M&/.YL/C0OA625B8FQJT?DG*

{Z(S=$?'P-NEGS1+9+V +1DKWR)PAN9"595RI MAFJ?%6(.3BXYKUE]S21GQM75\6>"=X1+H@ITY(BLSSW)<,^= N016R3'L&R*

*M\NRTC;"=]R=\8Q3O*3\^N>NHW#5K>]7ZQV>00C7 _^BY;@EB6^A0U3M-'KPM$-C1N8O\8LHVF.=7N0[HKK-!8IN>QI=C?X<6C@BSO7TB9># MD-*

U<54T6MX^!/9Q'#>+96RXIA[DZ;_-"]ITS:9:,W73N<\+;:#DJ;>G[>3&Q M>QV-BT=>?[5@ I^_-%P7,'P+]-MNH259 8D.!X8#1^GL_+6\=G;M_,>"GZ:*

M7H4KFQP:QT[53-><=XC;T]?!#K?BVF9@ M/7(F)99N|!)$O+++@"=0#V.OTZ3_DWG.BPK'-RUF!K3QH-HA1@1LD4X^P=/Z

*MX:A;^N"UV(=F0^(M/%=/0>/2EQF,O)<=)WD(;%GI&Z8P9P8PX4U*7PF>/R1@ MBR3EE"WE==# M,1S,I1=6FNCG(126Y(W>V%>83FE)&$('@O\Q-*

AU>:8FBP.JOQL0[H60AXA2F MJM'-K0L."2CR49=24#F$"&6^_:B?IJ;\#>K'AT)3-MFM%C\O+C,\|@$I=9BM M? =DOR4LNE0JSQ5 0,

*LN"0RA4)AWWBE<_E'[4@B^$/+H>#F8$6PZU;GX1*O1\W2@^WQ8OB#545,7E H8U2,B53S8FP9.G]'Y&0XI23Z M@5J95_5R1I?*

*#O)^QI.Q^7.ZH;^F_LG^H/6!XQ>@1KV]=^"=T< K]7SQ#HJ1*G[G,X;JCKEO7Z^(@DZMXU'9HAD&//>8:OEE7YJ.?+C$WR[*;JBI60*

M@MMLL_[Y&=4RYXY0)':A(X89#W.(AR#/%NDLZNRR0L"^%R7%|OI) !!3N3 -8>,\Z:!PH7@5 7LLYZXHB>;FC__NJGYAW7X#G-%O]T'GAN%VENTE$UX

M#!K#JRAG7L\LBQPPK+$.FAFONT-_QE@!X ?TS:8*DESNQUX*GMBQ_=< MNI2&P@-82$/,P-BDS2A:9V2Y#R>

*[8I(A@VC(6&W/(U>2)E=&,D!CKWE)'8C0 M(C?W!6PGS8"Y8$.*X4T.W,5FO51=8Q:,0T6J2 /]B:4<%5Y 7=GE\N 6]J5V*

M(&LXV$UK8UGE8AYQH#K,H;PC4"UW8M^'$(3.[%)!4IVH0WF<08S9Y!MQGQ^X MR]0EX9'. A+.#%+ @]^8U0PUOJ5N|^-*

P93=7VP0O!J\^O&>4<|\'+X0(P/U MR2P%J_4E 1G/U#<-:X)-J@MDM:|\-<-YR8.],18)OV -]X&2(MJ"=3S2:)@5&@Q':=5X4PTSXXXND?#TT /WFF .!2F, @N9:4L;WK^AXP8YQ2 M00*=*F[7@_,F38Z(M.)\[,0'3 ME;J5.06Z@HCOUXIDKW;R?#;AD"H][T 8M)@;K/4$[RSP,0)[X Z3)DZ=PJ)N*

MVJ(J+Y'4('89+S<$"2:2!0,'U.&5BO3F>^7ZYY1F,'"V0.9ZQ! 8A%UBJ[R1 M?WE>=3*[29%>PGQ'3O8^4L"SHM83AEQ6G>-I'P-/8?]P+IY'"$%"]S[Y$/[0

M1$?CW+RG4MN\2VU/OV&L?+F:=@^\9'Q =-'OYQ3&O?(+#94,.Z'4%1"]B+81)K8XLY0M1EC-C88P8D/OA2X^B/K;+V,6GL MWZKR4=_{+1"+2BR)

*(#0DHO$@:BM-MY$ -/X$?!B:8^>Z*A#_)\/PS2G2\(K_ MF;=F)2WWF-MMT1W46QR8>.M-W'$EK:1,>DDL1K"M6M(AWSU?*D&1<$^7FVVS*

*MQJ,_ML_:G^W39/N3#ZF'0QZ2/X\Y)-1\Q4<8(JNS9EGG"VZO+(J>@8B:M1[MNDQ+LX*Q"K%$RJ>"SE>D#TDTT4\4:@*

*G7DY,43]WC7G4IIF]3K5./2,]1G1, M\+!#291$H M4IAO8C6 MFPRV3 *A"NS>PIL,S:S].LB%!;1=0^V1P=P5=: M-8(WJX/P-X'NFH/;#&WT 9,QQ%*

*(M;@VI>JG9TT"8/S\T-7[<(DVOVF5S%(;LV#5*M[M7B=O(DMP==R{_6NW3D<"X]%MHT7"8^=0Y00)_"4;DCEN%:N^,#VU8&U_*;: MO#,EZV.S-*

*ND*MB4YN:\?+-!R7V7 \GJ/9K1_VT&W"]'GY#=6P+$=H MAS8K9175&0;-#> TO%,_)*XMXXE!Z//'MV(B%NP;AQ=%P$8-2*8\LR5MKU/3*

M@YV$J/D$!Z&P[[3DWEQMYAX"\F,>_7K> IVQP>GC!_4G3&,/,SC;AQL&MHU M!)4;*

*((CQ_%#QSFCWM49U1L$F'K:.5>2^YT.#I$^O*N\='5I7)WG+_\VL*E. MT>*?6+-*

\^&6OD;I\+T06Q,,07$(G<[R"2R1,@UZ+L*Z&ZNBP0@&,C.:@D0STI8(XW_R !)J%[#(3$CTWV_?OCUT;PE.W$W>9'-*"}PS M<2!W$P-

B37_D%;#SL"1$[@Q@51]=I\?>'+R=ZTJPVLCC(I;^XQ';V\D32V]4/K24]0>Y77AY^?"""D-\"[LG[D)30?8@@SB=3:Q-;M MNNKJ]NK

,5WC0QW@R!1MS3.5E2LK68=@)-Y<\P$@GQ$$?6X-%63 M&R"}4^WM/04L60D37B!-.H;A0)EJB7P6&?5,KS+,5=I(AJ4/?RW)QP FL^*

MM0#;1ZG4H;/-6MEM!=$^(.#670LY*;LL%0XOM+G$=, .CX&@&6,%[V3J^=9? M9O'#KWD7C?

#EQAX_RH%Z.C<>WKG1Y)\/,1KV"05\L$X2J;F:DZ3O;J):FEGJ M>.30=?_H5I?

V/F;C==2MLZPVVPSS>7]T==ZL+H=!@BJ{J0T#L>7MCJQ#3K)M88BC0=>;7?U0^ZT/IVZSM=<>/Z5 M#[VF_@3HUQW7%?

JWX8W8P(Q4."DVOS=,&1=S:?FQ=JR#DTCX/EK5QKE$3PXF M0+8IEOO5GB4L";?,%:1&0HK&%1FU#[3*FT57-QE5$>\8=D I8]V!TBTS-,(N M0P(

*\R0LO%$S*RSVC3@JU^C#F/W/](HW FD]]6;="^R5>QP4Q49M<0*A:GE,MMC]1C[3=3?@_V7T62/U#GDH<=.PJ@/8 M0^?*

*BQ>UPTI,!S^LZNZZ6B/YE"B"1*OMS@/Z'1#\,@Q]^JP:!(@O2Q6HYL\LU M8(N"$^MRX\TT4C%.KCA)'TQ*\YV[]CKA!8);P M\BY.(HTK)V2@?*

*^L^E8V'/^X]S_R("1V'!;[>KI$4=S^^,,LN&B_6\G+PP);$4-A @*0 M))ID&SDSL?4!CHZZ3LM+#A6L)VSWD=Q Q@Z>M"KQN*!)ET""'$Q"@B]YPA8* M-*

6L[$G7>?"'+=P[BXL%_4/^(=-Z[JX]>K>L.?1! 2HUSL^'62M#*C#F+>U((, M6^P.)(Y#E\>]V:!6J!EBCB1-E)>)TP$R#S"G6PA)+7XZD GV-%1Q.3"A!NU(

*M3R@UFJEH18Y6GMOP(,"'_1'/(2*R>#8"US$//0KFR]'@(JHJH+CH36"HITS!R M110>,j@[\=5T:3EJ!<5]I"ML:4Q+?VQ/O7_S[OV;#V]^^WCQ\>T_?*

_LPN_CM]>Q_M+MZ_O_CMX]LW"'[YKA-S6M^D7%:O<,=4&>P/:T4RPU&'6T3LJ&(:^IC+&"? M##"\[KOX?*

*S@:)OQGCR=+A/_/^C(M\W^EKH+\#CR%0]/AOV&L@8]G8#SFAV[1 MY*O*HKP '"-X(*W;59%2OS428R1U@]I4M FD,"#Z]\T>QZ M$J?*

H(CLRU6$ZPX8- G] @GL;/_@(#09-]+%,4 3QBFMJF')H,;#)>Z?,FF LOY_ F_U]GWG[-Y;]5Y7X%,10. M9=-_&?A;9L[(6_\%,!Z@T>#+,JM?[]"PR:D,--

DRT(NO6P::3-&",Q$! R6 M[-)-T]02_4\S.[!PT82CND,3^S =$UD[["=(\P(SV1!FPI6FMD:^:H#5EE M:%/(Z@2$%_L?G8!49!%.U@80K1>(A;_P<4%@%$*

M?K$R!MDL;-+9_()HXJ3W6ANJ<C6WM4;\U52^S=)$7YC@_L&<%$EX? M0;39IBCK3-B/,S\"L &N><\MQ&KF("#:EX'J-S]-N,Y=P0W=,79C_L5%=2BS

MV!SG[NNB0Y.OE9,!_P'A>56L;)Y5'$85O, NQ/M;C5%X-B?3G2D'$W_VNEIV ME$DS^Y'"F,2?@^D 582WU0S_5R[1T'"35AAS4+

*+BC]>Y+TF$/.VLC2*J,H8 M7 @US!(O1>Y\U(4)MNINVRY!^+,TWM%U5L)_UYGO;&Y@F,TT "^_##6ZJY1K M@>R*(4-C//D>LK<0B&QA<>[OZT[?*

*WI$MN[95&W=WX%$IX3U#\<4JE6E!9-- M_E.:|_-_:+-3VT,%DS^2!V-JJXK.8A#*Yl-2P;FW*+V/6+BYEKMV0,OO:V'%*

*M.I@=:E5O==G'&#IJ^_#'1^*Y1/*B4'E'4Y(VRFI:.#\29JQ82+Y&^P (X1E: M#+)'N'D3*2QJV6QU>B9ZHD^9=7&N MTM7>K@V^X*!70Y$Y4+4-/IU?*

&]MF-?[NUSP#4GMSWU;UGV6 OD)R$%1#0JR^^RBPD6$S8:'6'G;06D' ?IA:GIO7=,E%YZ_+4IW\LV&U-,%$3)5?0 RP MRQXVAH;/P?+QWNN+

(RD8.";)H--6J&R1 9X$D9TLD2BJ\I@M.1LMV#;J3 M MQ="]%S::GVSNUIM;9)A8 /O"&S7?2#[* NES,-O$1(9O<(<]U5N&OD'S4:6 M=K> 4VO38LBU?

=VD%T?D)CV?JIOT2UX;EQ[.VRL!ME@?J6?Y7F&=1/GGZ+.E!])1L0_CQ.3A5@",BZF5C M;OZ?=__X^^S77]]ABBC;9K@QS/XUT=Y2;.;@?

*&9&]Y]NQWLRK-54CY8/2S/3 MG?%+_V$M;*$U ?CH-@C89K;JA>Y6T!S_BGKO*_MK8!4N]90BLCB*Y_GYQ\>Z(*

MX9/#@.4/.8Q!9..6U0OIQA/C$UYG1;45QV^-9U^:,@A K7TFJ65F30J4)$FIA M1D83EU+']JN.IU6NX92-*

M[<<,;.CU3_?"MJW=3V??.EWLQ55_N'>UDL_&F MX+M#Y, XX:E?NR"F@%HVY@=RDXC% Z*I]8&LPR#?G9MZ25 /1 M,ANK1_E_-G#.)&(70*-*

*L(.=$?.'&%AC&G$-?0+HN9AY MQVP3AIS)3 6BD)E\9^_SIC0'Z**& [3A9"-%J8*,!-BQG%IPP2*]23B;1U_T MGGF;&UMLSP^'UH+%1.CU?)]-(IL-*

*F,W]_8++D??+7O9!;2K;#K*M,D'XH8=D MW!Z=XKOY9C7MX_=D+ZQ_]\K$,K"-7J/IF.CV<'"@BTF&@+:\H4@!;G!;8],> M>/>4%U]A-[*(S#*$P"*

*(LKE=CN_A0'N#0>/L@DREK@V_(QSZ$2_3X7ZU_5V, MZJ:DU*TYDH[\:>P^&0#K.KPU-JHHS'XW!^?L7<1C2."[%C#CU7OV..D3"T7F*

*MMBDDZ^R18L4>W0J@Y^4:NI@SE[T6\;6U*0\]0[?'D<@:$$QFSN!QIB MRVI10]_6O.X98ST]/Z+\\ ]3C2E^-5$U(4)PUM^4UWE=2>7/S&E[>#RV)(2A*

MVE)GV+\F->.F(VRSPG(TW(BVR#!9C'61>I&WB$&\/\1KFS/(FB),FXGK]MKV M=GXJ]YLB6SFU5T7X>H7%DI(LA[2_NFLHC,O>11FLIXO'8_?

*DCLS0/AM]OQW; MJPKQ<6>>@=?#7#7C ZU9>0W8GWX\X 0A-5Q)&-@-H='4S%8#X_9'5\[",IO$/#_%KHB;_Q*N37$ M3(07LP[V"DIB":5]D]FF*W,B;*

[.%WTN]XE89@+IHA)#_HVD0);6HTMK,XL)X M%6D'I6, 4]%K23$X+:, (OP,A#9?(AS$K'%C^)*[&?M]%]7)A1YVH=^X\S>Z*

M270$'UN.M#0V_,4O.ZN_$KPWL>JR>V]",%8^./Y;&\"CJGH\??Z]5#U>?G]5CY=3C5!>P:&0N_+SKP@=-Z>>=34=-MZI?[WP\'?^ MT_,G]U_0SYX

*PCC>]3I1O-W33T*9SB9A"!LJRKV4<@6*R_RUQS$_TNC-!-0%IMLD2#%B#-<%<@'*88 ML AC'XA+@ 6PV:P+;#0")T?B?*

*TP=X3+8;UPX]V+8F:W3/GTS5ZKYY__;#Q13*61@NO2O2LA\.0:ME M56\H%K'()K\EF^PS?(1O9(O/KRJS=L^,22NZE=2<\#/D+&S0GH61%_>;ZQY'*

*M*2I;6-HZO3:CB6&5,;DMU+S \9C;>,JF956?H=AD&\<%@1)63UR@Q,G?KT55 MHH.],ASC";G;@SL&Y/-_6*/V_[/WILMM(UNV*LPNL_M$"_*

@A^2YXOQ2]5SG MT[TUM>VJ<^]/D EE$" A8$R^^F_W%/FS@1 4I)=A&A%],F2)1)##COWL/9: MK!B"-;5FLDS3AAA]{N=?

*>)R./$5I8,S#@*>BWCNB&#:)9$ M4S:,E5D<.5;Z&(;>^Q+E*BL&'C\BRVQF[!J6G!=GU3;=BSR\MM_&Q*\,SD; MC&6'?G\:C)Z/GT!E-B#=B6F><3T7I?*

^%@4=3=U50MLX#P%V B!OW"]Y1Q\Q MC0)9)K==N*:?19/H-^@A,ZO#EGUZ2T2P>B.%[_UZ?#W\B?#);.^D#P* W(^ MX&BKG2^@[Q\.5*

9=.25GW=?4;1H:%,=Z%VSY=$5A2AKN#4MRXC'M8(MYXG-T5>16UIC6SR63%E-"/\=4<.[!:?,'>S<+F+W?@:RXM3X?>4&H(W&^AZQ*

MR4IV'"'#X#:$%M0]"#6&7N$OV=-5QW]5FL$VMI"_OD!07)$NS%6G>\++;JK: M&@47L2OMPXSV*+0S\ 0@ ?WNR=.1EVY;/VK2,-*

*!1LV:#G_"TPTDBFA]B*_7M*(6:(IN)4[MBYO'Z-XR4DH2^<8R(>$[Q',"YUD&%GH\23OY1FC+/28UC,^66/5>C(Q?EX[Q M6-*

*;Z8EM)CV(!"=D5E,N&YVQ:"Z9M7G!:ARVE^1;1\WN6^Q/:G!2

MO9,S,U[/Y<>R$M9@3+LGQM>KP#1C2ZTO]X+I>]=FZSBD,%[+QAJ8J3[Q0[HX MD;>F
(12;?MAFZ)D;Q+X!9{4>'1#=#P=A&U#N"^#2:THAQG.HVM+/E&ET/= P M>WQ[FS2UY45S<#;S9\#KZGJSX0G>=;=R-|>@$2?"@)FD;XMHBAX/[
M3BB8H@2= \H:$+B:F^NTJ8%0I81JA>GW7E[/ *' MKYZ/5M87,_RC)DIPS02I;!;D28C)[^:|>CF?Q[,!MQ T$RQ+G?F.U>]ANV74 MZFC\MC3?$
3$_!I0IWPI5A.:H 3 I\TJI>0Z71+_C= EQC';YXTG'W_|\0,] MH*..H(S^*JOLYQ AXEQB*<)"TCXKDRF=L#U#H?LE'2.$4SQRU D80!Z)4Y^ M(R0!%T'K"!
+01Y[:&=VIB$> E-SI9FOW-Q =Q9[@B1/X"/0V$H(YW&2[GR M8^K7/?ONT!@7&,54=J4LF) ^AV0@\MPZV9>P# ^N+TH -Z$JJ07I58GK%^\3C'
M;TS6F8,$*=*7U2V>]N(@6)=$K=4^WIAOENQDNTCO':+&Q&%J,2#N3/O ! V< MX.F]DAL?>[HXZ3OEL$-X?,8KOQ"CB-<\PNQSJ6Y(
B+RA0=,Q21%P=[Z0/ MM]Y_VMW!%'96.>D!"?CVX\W8W1K3;?+1WI$/.G"M.R;^4 T[>W?](L5H<>) MAHH9)K:.Q=[=/7\3D\;; J/DD#:8<*.$R;A!FZB'
Y.B\CKVT)RGR 5@2OL MHTC0'D?'G2,\?64,\D&]CIX40Y4NH#_>CPP6664LM^U?9\2>%2U>EG4C^'1% M,K%HJX*D9[4C.,_C%KM&8F*[-
_8I4N*X]&RV&/G4O3YL&FD(5NHHH799,DK; MS1%I@3-.L:.)X,R; MY!P0*5$ ^FQ@SAF$';8(.:YB-)6?>FAOK, M&612D&8[Q1:;X;
[@CHY\:;U;3&267]YI[%5?Q516OKFLP8+0AY]/PR'I AO'U MW3.,H^#9/3*:W?,??[S\\//YI\L_WD\N?OWC_2_GOWSJ8=Q]C'OH=V12)>"O
M),.XAQ(3<%'1'P'9*]@?% @&BE#M+D5]!09D4G"@7ZD691[-05CC=775 VB_HV MH>L4T.XFJ+/?%3;09IRKY6*ODK]X:=-8!5;X=?
[%=HG/(+N1YRDEKNU%,'&F" M20NAI^X@VCIU;YO>0)*C[JI5STMSUL<>0V;MRK$.GA,W _FK?0^=XQ&D?CU> M0O
^:D%RDHFO]!)!J>C7_TW$>SE4+0KCJR,;[86QC(=NP?ED'2:40^60;SL] M[H(Z9)LJF[4]6(MOEW$:MK0Y_+X()30-
10<8WQ'C.DL@(1OC!BC>@NQTPQ52UUDA\BI=_M9V5;ZS%@":P4I, ^9U!F:!Y)TE>)43U;MS)A9[%-LBR;F]X0VEZL"C72!{TO\ ME,299GL>;?
4%JS$PHO.T*A0M4)[=I)*-G-L>&LIJ94%K4QQ\4"; A1FM9IK3 M3IEEG27^_::GUN;)\7F*QW1AEBN$YK(BI=6#F H;GA)9,W/HFA#&-J52=&.' MQ-
QDRPN[L*F>ERN7^L-%Z?(5'.K;?,5NQE*.W",+.*NH;/0 ;4SK1BY@*SN\ MY"V?@EOG@URHWC-YQ*APN7!{U5G=)R[PK_/SWZ2<;QX?
8GXX]M/DFRTZ\"I\ M]7K R'F%4,P[$C+:9Z&M[4=WVL/1V,& 1U8A5@!@ C.F:Y3:T'T! M"XJI.^#/0SO';#:E\-K@TY^4I-%ABV3*-[(19U7G>ZPT!
[')I@@9K_L8QZU MNQW?ID@V?*1KT@5X>#0\SV#\T#Q.X@2VL6_R34PJ6O:+LFR@V;\^/?E MKQUIS"G^,6WB+*_UO7'),A*EB6]2Y@=B "O!;>GW?
B\\#5?$1*3>4:;H".B& MX/W"^5S:3\QOEY ')V[A#J9[G*N5(_EZ\N;YV>FA"Z4P;^,<)F/'#HMHYUJD M6909K> ^>FB0L^?DU$"&"W<0CTH+?
{2:K,UB1&C2 YQ!L[V&'4N7S*/S&.K] M!UW#U$'8GDEFW.0Y9NG9*>V.;\>,<;PFP1Q/)<,;>V=&;('P$B&YTI'[+\,. MXL#:M&ILX5?ZB$3ECE(5\,>U,>
($OU.B3,;])3\=TAFV\Y)2'S70KI2?-]X< MV,^(UURS$GQ8[.3D@?5Y-RZ[_/']121_Y=QEZH"VS_5R;FEQC?3"[+AN%B8 MWJ4B=E$.8MIB[GG>
]J5%P*1W< #[4N80'%300;$#+W@L?K7.RI[#?6LM_K M U!E'^A=P5.A"G59-V[IB@7EM%]N4V-"6WLV8A=,P5DFIJ16I'KIED1[/V_ M_O/56_I_|
[OLDT4>5^ES|^SX]VMS/N$/"<5'S^-ZJ?FP'1-|*,'I TR(J)2(ML?VC&NS;V]OGYMA[?E6N#]L]<=0^V3"QO?7)'.25%"2LG]305@0<@TK&TSQI
MC8L/H_0%9%"5]J4^S*KT*JXL#X3.,L^$UR)>0,J3W+>^Q&9'["1TWM"WZFO< M)BQ"5P_4JQUYN/UHJP@G?X^;'T^:ZZILKZX'/S]%[ZW+F?@-
(&2':=.IJ>RK MH2M61FF2V0PL*251Z_R&7*]O)9" @KMPA%6* N6K9A#.S8[($]7U|QGTT;J MHKL[D]RH R&>^:L465RG.6<4.JE/O5A!HXGXT%B(1:9-
"&660*!3+H#Y!@O(M4'V>((FC*ZZ AB\6=[FB8*W(-9#UPNX-]IQYWD'I@JT:%9'Q9WJZ7'&JJ4F> ^;\XWT"5Q1BL&W,)^V1-93Y8=ZA"0_AN?R7.
M5MQ4TP+TCZ&HY3T]=_K%I2N1W-DPN6HS*@Z=:,7!&5;*S.ITGB05E.!!ZI[=
MKBA>GIE0*5WW!.PBDB%*&]/.:.!ZZANVL!P)CWLD!N#2LXI[4&R/TTM4&+9# MY[W-6AG_&!TV \XI*;7"G&.
(A4$L'BTF=>D^$MTG0P*%,ILE\:P!Q*1U)W$2 M<6$)DD1 L&0>_4;*2$_QZU/\>H3Q*Q;V,[U/:ME$<\CN2.',4K,W%Z25XS8 M4I"
HH'Y$3<)^WR;R&G:=FJ^""7V^Q7T'\$-69TU&5_4$ZG?N'W"N0C M'N&5"[E@OMG>@^:;M@TSW!"&D-%01YX<'@8K$[X!E#(XI[J$T5FFCG_2P-
8Z!\+"#,F0[/+"\] M_VT/IF:7+0F#@D>3ZJ.1>?7\[.1F"O'K81&=$-5Z!'#J4"KFN>0W;@\J_%(MG+GY*G&^3+0#C1S"FQ% 6V/ZU%7_X:+S|
[F)"84SLO5TF)F"1-8HUM;"+"N MQZ4=J@=S?XW7QX(7EJ:8C#*$>]NR:-B8'AG|_%EE.#!P5D5(YQVMB\L?L>5LSHQ;%V61M 3:%LF4L=$%1-
Q9#.V!V)LEO9]=PU5& MDZ0DF@WX(!?UP(^#G4C%YDF10@HUIC0=MA!6T-]EW$'S#G"KFS1=67H9LZEX M6S"\'>[*\A,RE#:)B_Y^'9ES;IX6-
:AHDA(EXJZS=6:^Q[(OBRHNYL98I+5K M5N1#=(2$D)*^FX/[>?=T2 M>Y5JHGVX?\WW=V_?_;8IR)^Z77H+QQNT&>=MA9;%&)JZ9+|
(5M>#XKP'G)O MC^C4?#764_,W>"/NVJ?X<_K(S\A5O.$#$80G\R$&$AIJ/BOH*OW92'"%;DN.'
M&73*7O*/$!Q@1Q+YAXN,M:]7)97M2!H2VW1FQNTLKA@,ETF*Q820:)?C[,MD M2R))H]J6*;$9^)C@K!=_M>P+9Y 3P+QU9#GD\OC66 WH <|
MM85I9@I*B._MBR_0%OKQ^4XQ*6;WC<0=#)[?J/38CJ]#REICZY>Q?M3Z50N#-!EQ6]^ B5@: MDY@P*3AKA4B>/(-URXP^C94GO"K+!,X!
<^W9AB2.S*&!0A8VJ5\+LH_OTZ^% M;KX.3:Y19T%@0*82]ZC^!/ :\PL$W:!?6)8WYCZ)N1K-@1 M#'$*,JKP)8N/P>9=FN3-I*U=@GL@)K3VZ+:L;JC\F#
BV7:"0.1B1AS;=05S MW,@/QC]V<=XPQ$;L)!0OA':_VZ;?\8'G>_ C 6!K9HT7SQSGY$<,UE\80 1U/_9O*2< M]Y:.BZ?BZH&+]V^_Y>+]=]V8NP-
YPM8.0NWT@'"P*B@FRR9D<%N;K9?$R_@J ME2*(3:L%K1BJM@A%F M%OJI%\A18;J#FZR=(=ND*4LCQCG]L.\X;'$5]#/V-[?
^.>*US6I;]AU#,=%T6)PA4G9+M,A%CMKV=A6=@"V:SQWH&H[6 ,M MS,AHE7Z&AI5:FB*H'(.6P!Z+$3;,B3V'%[- ;XLF$G<1@$+@,S'"%9@.Z;F0
M3ZK'%6[>V 1C#36ZHF\&Q%)@E;:9E,!1-8/Q2]G M%E2<#.G6&96Q5QSB6IC MA1#'N=&4)W78M.T7*0HF=!ZE]A0A_*!;6V2%K5N])']>FG,JH--
E]PQLG=1E MP-L4?X,[UY)?:&2B#4I(#\H5I9W$%"3VBV?.13%W,B=0GUY M?,N===DT$->7-$ M\<[;L<8[*(I^]H'9TE6K_9@"'#
(:=6O6[G:.B1/,$]H(@PW$@HD+/<:/:#%\ MF=I#V1]8D6X+D%8[F>QT9/+!LP[YO:.L#UH[>"\3)/U\ !L8GGOR6Q^QX
M_EXL6N3*^(U%]W[2969H6EUM;!>D?U'%GP2O[!Y]2J$S\&7L'+J7'7&4NPX= MN#1HC:^M(P4# +^>6+9:W36@66KOR19N INY<7$L)E-?
WC*]\Q$F3<5[#/+ M_JNY64!R34JR$?.G9;OY[?M_74B:#*;)=ZWZ+VLO5COY[1FWW+I9"(BH.BM7 M5$?D"1P&^DIW1,5F@\TWO47/\)#
<'H%-1\3!ZVKA'*6H6$Y.DJEMWDZ-BT*A M9F.%?LWO7YX^2\!S)\$(ETQ!%GT5)DW.] N;.]/0TJ/NV1X(=A(1@;' ;5RY ,C]:MDCP M#V.7[3(&$
P.QHC;#.GDA!/1)GXI;8ZM+(Q=E$^#1>; DFH^9@[L)9^J2V.M M+KT[4J7$GD4\#1G=*3?G"U,[*5#80K1]L9T!67'PWQ'A-^&J7$FJ__3R](7[2M!JMZ?O
M%5$8N>Z\$HV$>8]DR0G_^.L\-\71K@5]RH#KKH51T*\#MZ'^DE.X MTJ<;+XO<'J7MFL.3&XH;):FOK2"[(:U[@_&''&39
LD'X0(/>B\ZHN\Q#3> M#Z($?V<_6_ 4-?.1\H!B%0"#E0S$?""W&?#-N(^:?T%FU#OTX&+=O>)3\.A' M3?
9XU"0CE(N%]'@/3/6GC!AONF,3!TYH"EZ@F4(,=LP08TD$/>75\$N0D)2B MN0&P.\1/2.4O9+&N
D"$KB+/QZ\EY@CVP0.2*M\=45+EW5B3*A3U8US+HM5%.&QC#RH3]L-_TBLK480KO$I8V6^+VH3*2UHR)E6.. MQ]S5%5#T@JGX4CTE?=*
["EXG'3'8%-0H\RJS'"71>^/*),$E0&IY"HM-^72 M^$E;>+:B[BR+>AZ;'3_-G&10]2\AC2;52C.49/.DK'6%$X KY-RX;,\NS+U:
M.J)V.ZA)_QBSFLB];=N+TQ=-'9-N^&ZMM^[T6:#.@FL9@QQA<99TXDM/%W6,Y M(:)R,<9>8%L\X6[G\2K#=)19A6:E(NC+O.T*7A@4>RK(T7D--
DBP"Y*AB&&M MYM?8IT 11OA[>*2K*E[6U&I01_4KQ,7G\[_:C,+O6FJU",G UV&9>CG[I9N*.M7_DE7A*+HECJE@'4 XH5IY)
<&WHP]5SZ]I%E+23K(.92_A51&AYB/:HQ.U_% M=:['DW56YK$.'/AI/[CCQ+K+<97HR=&?^11-?L=7_K^]!I7,-$%)X"[!*N\!
M,%UCIE9&.R@_P!?;FMUO^A4,5"LYHD$3VE>HV]^""!C?OFY_N*YQ0I7'15C C ML>7-
@9N!N5]1>QSQK674>6U^1Y)0="_ CYT+O*7TTU4OO3.8Y*B80*O13R'>)\P MV@(&77/MPD+O2[\3&,1C%460G#^8N8.GC?BL#_YX
3F[BLA!%="'>P.E[W%;: MSH*RK#W^(E>2E;L;.UE(93HD;,&.*#VFWO/6@5N%NP_)1@>)Y'QY-1O$NCL'K M_A&\I#??>T\Y/@%-GV+37)\HJ265D\?
WT)=I0+8'^ 733;WJL-=WRE"_T75[Z3 T!&\+6)\1464..$!!&&?B?,HY M#;S^MH>GHCRVA)[\AAJ?W;BJI&&.:^9X0GR4'P[,MQ8]_W4P0F3 AV MPZZ-
Y'/H[JF^=Q1R^/!G$OTAA%G(!2V3=]03-CJE0X^B4!D#^%B.K#KOS%3? M6=7[&:N2Q&6!@NT.#@5XA=\ @=UP6UB(1\%DX-:-$V@VSW-<#*CY
T"'"/JN@ M4$%H ?0ZOA[H"7DTW(_UD\[+J.7->\2'Z]0)??4:*"_T:?Q$R*K'ME;=W[& MRW3'\>D;JY74LKEF'$H?/:ZVI[.#LHL,]CWU
^^VS8^KT.)'PR71U?]\U"J=_MMT^S=.,]9$@"OI"PGE/XT\ZU/2 MQHEX]_N@YOVZ_F&_NMJCZ(HV.SWL^9(@G-[)%2:.*6B6GD:X ;6N=T=4ZSH[
M&VL*YT=*H$_..R8B.73^YGB#D>&DQ%/.:G^[0VHZTCTI,:X8R_MQ_';]Y\%4 M2_?X8>0_Y&C@<.#_ID7=*O#TY%>%M0-(*'C+5Y1;2=T!YM*DR@VNL-
>N[0WC M[\10_KCVPW!P?EZKR'E/:""RH,#<4%JM'H $3L 1L:S^UC,$$PWP_4$'S27O M,,>'I]VV)18L)9O 8TWV:6^Z8"C7I-)++>-2ZS!*L9%CZK@\'I)
[M*Y9W>,7[M'!5GIQ!\ _GBM#K0TCO_\.GRXJ?WDS\N[!G_?\"GWZH)]_Y?YY\N_W@_N?CU MC_>_G/_RZ>-QZ\O\7C19SH9QN84I]@(T%E-)!P.3I(5P&Z0
MBY*VY3P"I*L]201YMP!DPBK>8#79I<.=YB40]UHB9_E6%\WBOC 'ERK/Z0'5 ML\[CVD1!ULJ;L2!=3\3%]D56JLQ]:5PU,&??Q\5-
W3T0Y^4,^!DMA5R5"@6G M9BB M<;GBRR,7#!N.",2BZ*.DZ;S9./E]P7C1GI!=2@VI<9KC/#4# M!+ ^?O?;,#6EC|+E
7Q$4Z"U0"D@<8'Y2MHWEWW$^")-Y U(>;< XAB%*33B M'_ N7M-^L_[_%>Y"A*G^X_5I9*8#_H?;B^>O_A9Z(%1$QGL5Y G-L?GC_ M_>6G'\
[5+?/8^$+0]LS_7I9U@YGB C9HBDVYB]+L]84)%\PK_&7BU\9A%Q"+_MBV6@WE]F\X-*ZL,*CS]Z==QFG*5S'L]>HZSZ/E$KI /:YP5F_>,C-.4YTP4
M8NTY'87$9)H&!3G?YB!:1<8S;AH3A0C:98D= ,YKJ0_8/S7?)UM @D=-U6(C M$5CQ)7<4^+@5&|*P,63(=^=5COQT'):1#4_'KH(BF& X?7SRN:=-
LSWC[*EX M[7G&]RU,U>A 9__D'R]>V],:V80,)/*71'4+R L'\B(X&T^Y%OYF&UX7 SA\+I9HWM8@&7$:AK\R?#4$? M3U9@MY2?Q7?
Z,W0+>P.55%64W1GFH4WHCE] 8] !S, +1_,+"$M"""XVJ-OT MSGE==ZJPLU3SGF!\F2TSH O OB!!%Q?M)$%D"V:!F)%O>
((GG5W#@JLNF):.#9.*TL2S/8QK2H MF8&R]*_D8]UR5QF:8V7((NQ[6;_S,H"6-1G<7'CW+=:/Y\F>:B8O+2QVFF4 M#A)C:.64YF5;41^I=&?B\1^.5+Q:I5
3LP\>R;_@N> ;N6V$I@F$4"%8G?S8&3.V.]4\^!*3Y/)W]<7EX^6<:O9AD7 M^UG&'CN%-67S /$5=UV1!J."D?R@R @\J.8LK_JJ4QH!ZF9)E6);E?(85M$
M7E]XNR3%$]^P/-)W=SXC69,YLAN8C_+/RN-A\P>_/?94SM7@5+NCK$.K8>Q# MQW<+F,+\;_M_[7X[C"/C(@PAO3(*\I@BY@!:2Y
EP+^B73U.'R;R_?:4>F18 MZS?/SPYN[T8Z1,.*S9GOTEN.$LB0:"Z[6HC^J_U8^[_^\]7:?Y:5'W*K;M0C MQ.<<.]+E[*[#\@4.CP.],;)#-
B328.)6NK#BORTX.:6A==S#+DB((&*_#PT0% M_7QX!"RC\5Y)9TQ"J&O;!((]-*UG2"T&]<2D0$0 +7D)7"RI@Y
M_'.0A%U%A.^M"/D[OXZ+J]3ACRND>SC!UI)%7MH&QD7VV5P;_QI1XPG(3]E/ M(*\=9G'(2??_H%%XTP[X"3(_B_C/?%62G:B*+DP]%E."+I*&#
(@JI4GL#C>2$YDU:\]JL MHZSO'1_?NOQS<%W2 NB#H?7 S.#W;8'9>/B'+6+S9XW? *0TTM'BFH!#7F=B MDYM*@%%]TO;&..P3BO0./X
)LV>]Z?/W[Z&NY\]/SV=Y.R(DW5>QI^S9;L< MOH:"NH\Y9:C"P]-#(*X!PW[G[8"""G3ZF>O5(]YP-8*!OW1LCOU?W,,D9:=3)YU$J:E&EM&7,S%';=6 FZ!,
[' MJK%,L54@49<(*(FHR<@,*W?78#4$@'#W)7\L_GL?X$\FH#>]=(&U55VA=^[M,\QL:C4?(HU4L^D7]G(.B%5XZ3! 8J/+GA; MM&I6URVS#.'6]I)-
Y!UBSP;5N>$;KO[W]U=(S_RT#;?VE?TXO3%&^@660,-M(?C9106HP-@.@!07M#86L9]L"]D4@QU!B#4@]_3[KX&#Z8F^D4--# M-]QR#:K^R,.
@R#/DJB'23Q;)[T/]OJDXI8N.SBEBVVWDS;QL/J]]Y"P)WC$ M)]#R'GF>[3734[NTEXW#=OK8+^&+7:PYI_:)[U(.&J8>O.CT5QL=;&']Q
M@,+X.$Z68O!DZ0%,.7%M&1PXU.\H4'?H?O0 ;W6]TPQ/*RI<./IX'X^U\(V MW)&>2' ^PM)++R=#B,7B]#U'LZ(_X_277 ;CTE9ZGG).>_?_=7T'DNI-
NOGW MD! YD/(,/\[K-'5W[1H0_7$UP;=N=*2TPKS+/P)<]'DUY.#\Z&/ M$^U.68DLLB!]!7TX742$H*/ 6$KHE]NXYS36K'+T3K$6R]0M(
M"JL;V7#:*3DI&7.T4'Q<^81KLO.16&B<)CH-.%02EY D,/8M@BR6HU1*>??[_?1J-!GH,]CLM[/JZK.P7
M65&4X"\$=Z+-8NZL"P$=)Z\N[S(=)VO:6]Q(OG =WT-NIWI^G?XV&XO^;G<' MENQ6=NVE2C'5_MJ,;:HDG5.T.,@/-+6+>\'/U00*1Z
MHASA%;.L%>7MI+PMR*X[\4B=&;EGIO1GPY(^62(\=Q#/.B[EY5-MNSW$74TT'3UP<5TU(H<<<_CM/QRS659I\)?2C1T$+XYIS1]H?)G"=99F0EB@=
MV>P(2&C"WH*#9RT!6Q0%Y$U!X$DA,(WS@G; S1;E WP"%V M67-P;BQ!&+G=]]FURF'W:#=I@K'@T\'BV^) -%P"L0/F3W+&]-ZF7';&.S^M M!T%!/;
QY:;VYKCET9A-AJ.H8RDJ)&1&[W];[4*^3\KG+M#%M1"V[\Y8Q^%T9D@;'GSVFO[!)Q[C^U]W8D!M!]-CS;S%W,. M?%50?PQ\3.:6U=H_%H_?U?
B;C/P1HXB'^9.)DF&&CAKJ47*+M#]X+^PG3+B;)[MW)^LZ)VM]'T3]2;6'Q7WR!G\(2\M'^:>;!A/WR$5,!H=T':P5=545FV9R%DT\\-MB+
(21B@AT]DBV\#MH(J(!8J7)A815KS=4B6Q_D]?W%SV05XTOQ%^ZM MY#=_ZMQ7X0C&'2VAS@7LF(2UF3IX2AA\J_F4JJ!L/PXXR:6:;YCNPDRX33
M[WT^H-V1]_!R@'FS$ZL:D2U-.%6^ETMC-//XUORO2,R(OK:1F2R],C\^\HD> M9JH=T&@"-3WT$$!%;T'-=
(A>HD,/@3%*88_*JU6)J@UFBBWZ(]+G+SP131@L MJRICSF((PV,!=SC28SJON=$"#[O.0YES'(,\P(_Y-JSP,+E>P)_:_2I/K
M)G>89T;,+HQO6JK9K"IH8PWHZDO<:N^-&]: 8"9@0T ((D-GY2HNF!L# M852L,RZ(6B[X)S[%FIY"D^2;63_R.1MFJ0OPA'YX57+?*-CDNL5BN0(XWO))
MN.OP#,J_K6M'A>_7@WMX^YP\E54.759Y]2UW"P[SZ]D,4AI7!;@QI/O*M/?$ MD +\9*+F[H3;@&@H2?M2>'OTX]US&SWZB1BFI E89'!>(O$&()!-
FW*QZ&&4 MH1FTY1=C'X!?*$0-X^3101;,HN-[0K.*"' S:2)\ -R?!1Y#RQ+[]E@' 22O MV2'9Z:7Z#7XVJ-G#&H/4%R
M)3)!\AWS3_@OQ$_ND=$/1WXE5(*T;\7O4:*O M3.@.RN6CZ TF]#EM+P(/5;I>+G*G#66V:Z<.U;U>...!*IP)2(N2H\9U\;P)U MT.2<5W\X\OTPS-*

I#RY]72!&3+T2+P$*+>4_H18)#FU8KDOW$B3!/41D"(H6 MRF]&1+YE4>HS1<{/WZ-)^8F :9CK9)O7!LB2X?,145,:Y3&D[#LI*D)4,]%*
M788Y>&GIHBR>=9IV;_]X+PTLZ49VOZ;)_KN].04;_RIQ+,/CG,R1+?GC-9K# M-!Z!T0Q:9SIB=[@.?^"4PI$/VC M 4Q>@TFE,:L41TM,L"?_7L MQ=FIF(`?
*BPP%7R_*Y3*MD'_JHDP #6*.^W1ISWAWM+N;'/F0KQYXN#\>2BXP M>8OID4_G7{O=;N=18VI:,M+KM&C-\=DVUR4'7K*QL!ZTC51TH*CM!4M:S*
*M]9*6XI;>U'JV7)5585%GT,U82P,.*]4.PL!@MP6BK!Y]8"]1H.*O@79&.#D0 M2]G 8/?O(WQQ>D1]A"_'VD?*
XH_DYALT$QQ/2:O+&."><?]F.*D[&@,G>)SG/S/=))GYC<)ZP&9D3-3MDXC :PR==W"(R'3K4&:B[V7 M@9U%J/=B6$=]TG+. 2-LV"70V\"\"< M=^P^;
{%V2NKF%Y3$Q7!\6ZUY%LW8FY68U9;.6N?P8#-#A%"MV+Y;99GSR.3 MA9L!N&UO:Q4G>_[L4%U*_/+*
*<_,*V3RFBC'^V]XUQ@_^D%$IG]AT\W8YRV+6 MA?*>0Q(60*56YQONL8Y(E/"V F>Z4!SRZ*A!R(+I8]]6"I:CK9H^?*
*HK%BT'[.]!WA7Y,B(\3"Q#BE/;]#:PVY1>TJ,> M*Y_9:#*C4:AZ*M#.S33RVE/0ZF!,!V?[EJE0QY^CW]Y&B *J-O 5*!.^./WG M#1SW&Z $IZ@0ZK_F#V?*
],IA68%B76@@+!;>1 .N:[!F5K,V]P^0 JO-4PE8 MK]J<'Q!SL]=Q323B<*&T;ESYLO=Y^KR0?[#D0J%O=[+8^;4K'D]Y*
*M0.R:XW21R>#A"#0=9G8W=7MI72@^'9[^KVID5_;2A":'\ M?EJP("6=<#2'? TK5K3'F!*_0*YD/9:$W#*3\J5^3VE)J#B:"(#B[]S806. M@[B34IA ;Z?*
R/1VXDL7ZK(,R)P "#(I5Y/2]IR^8[1V]>[G=O^31UIQ>VD)- M]_$PNY#:,_J87OOJR=,IM+T^9[G;AK9*5Z;_$>]HE9+BYB\..6<^O,W3H93 M\|
*L[OAWQO#6@*C'EH6H/ D;H3>#,9B$@)A=N-O+T/K0144J9*L>VA=]"]$ M?>Y%G5[Z5T>^'M9WP:\'(+THG,*WN21NS_WR;5(BWQ;LHPW0(+%*
GY>_Y7;U M5J-A):&>C/&3,?[I-]_PWMNYKW9NIRT>2;"')G-J&R/BWMC8T0[%S2"&X[]U M0BZ(YC)NE_3NA'1GP)Z9D% [\AE OU\FM3D.
<;#\@-4'B6N,$RW(1QH_CG% MP.1FZG6?/*BD-_J%L7=^%%9&;U9;.%KM1%FFUSI@>G5AAER(8T&Z5"M3RGF*
*M65HWMH%MH#)0AY2VYE)QLC9[/;Y*R]8V3##%;4_U\%AJL\/,A'6,Y/<&NL:X!U8:3\+K4; MH]FLL*R3$(M&"'OO*Z0-TL>I]ZML/;> 1=RGAU5>JIP*
*/TM"15\N30TOBO'G M[>\"*GCY'I]*MQ_-E\WVCW?7,Y3%/J[&B++#YP[ZW9YI^Q^CGY*KJ92GBT"QKO M=F!LQ?$>$L,4R5_HD#!K((^IV789WZ01.*
[Y1KO.^8:"Y.[2^")$U6-W9(?] MV)Z]PFBTMLBS)1;++0^RC?&CKD! MJ6+RCU>G3LOW;WFTXP[MMZ19AU?*
^=ASF'==^TZ/7_/9U1Z_YQ0ZUYA\^/;DU M/P0:_J36_&C5FA^_#=H?9A=D<2"M)/X-6(H5_#N#]'.1U.+Q<.#;9\\ =Y7>:0\F&/LX#.94A]=-(KGA4R:68Q$-*
M9+G -L<41[-/-,P-_^3ZJJ?PA#V?$T7,YR5(&8V_:!S<9U M1%^2*&\1N&.FH\IFW/$/(U3#T36G%%%A9G3;(^YXIJ?FWGWJ50@.+&AVS,9/
M&3>+&H4+QL@PA;#5:,OZ%EF7D+)!H45'4F7VG]%Z 4!W^_LE?NNUN,V8'>P M7_H80UOFSC%SJJ&&&M.?9(66D#1Q4I5VYIRI5NK)?P\,/=\)=
(/FV$O3_00L M.C!.PQZDZ6W4,))IT*'BB4'^6:I(/VXY*B$O+ M;#]-/);3TOWI,Q+UXL(Q5F2DF$2/4[X9->EC2)>EUDB,4E2MK.&LIS[/>[,">"/S3/L= M,*
*[@4Q&BM'5L\)GMM#6)FKF.LW8IQ$47:$%,>;V6I %&G39-;106XEOT4TB . MT.$TUVD@GMUKCQ'*NBCSG/G\H%DCKDSLT!;F%]A_[#_*
**6.WBGY0EZ)R^R M0+C6H >*#T=U3_76$E*+Y6*1S3')"!I4Y2;5W(IL)%1,D%FMLWE:AXE(*QCB M57TEE2!JZ_:A01'>B3G=*
*{14\K\O1%*HA\4BA;0YA"5(;G,C(XZ*7%"6>@!*& M)43AMSWNE9=]WG_=05%,#?2B(@"K%_WW)A&%OZ9L:9-ZU69/2,$G_;#+,3BB*59#,_Y8I!IC=(NLG*
*[&NL&-0KL< 6[*5\A6!V)I/]+_BF[+5DD_(=2-^,W7MRME\^EM;9)CPMSG=0=YL;BKG MQ0A_@&(VM'XLL,1YZ\WX9 H9]:K:AW:PX($3R&]Y!39)*
*J3U!PT14\JL<8\ MXS[,NV(,H>>&]0ELCX8#/5:XWFOLAJR#S*JX$79GB6G<=AFA-N W(,2Q?YK" MY"T+UP%J/(<,>=KIM4C*@)YZ#[7!X\>1?QX^@U5&*
*[*LA9#KVUKE17#GR&KBV ME&TH36_A$?Y](^D:1$E0A4@35C%8E_$(&^.M'3$P>AAM_DNIN]P YA;9<6/X M6[:..HDJO2PD@9Y]O-D/*
*[8N\Y;PR);,)39PP]Z<$24ZX&'(BC#ZP>XV"'P6' MGR\5-G7"HN)4B2;:.93,'WY((6Y$A^_;5GP;J,W(&8ADH*V[@YT7+@0SS"Y M>*
*(30*J;U9N.MGM';*523@I\;[E2/M"&+S,.90R+/;>L&A4[6\>N,R;>-/53$ M@L3U !%'3"$T#P$6!O"%IT^U+L).Q&WONX^S@*
*MH)SC793#]U(QXN$IE>03Y#QN/C/#[Z8<*L>]8K;R]!YTG+](/Y0M89]M\Z M1U&?8!G#'D?+%3LLOVI4QJZ%XZ5PXU+GUDG)C7^>O#*
[].G\H\HRWSO/O[RSSC M,5###8!WQ45Q0WXB%BI$)19-\-HY97D(R8DJ#!-TS;&742,FB<7B@#I%!G 4Q^ ML@,C<+CW\2>_,G<;Z)9-2!*
*MVSN_5*OC0);'L5A'I'VC.+-Q$6KU,K;'RQ%>*< MGG6>K_L\G=X*UJ!3J;BN4APFF+P;E:PD=X?MQ\8>QE3#02J.OJ]G MQO?*
HLS#W/KH5+O)]_8%IZ%QVB)3U"6.V#\8,>FS8TTFO2HRZ;,_IO%I1YXTG M!\V>#NV@FC<61EH@O&%F"6.N/1DDI8/G(4]@.,/[&"^0NH+0T>;/XUP-'SEI
M>.CX3W;R#UD]-V.(]NBG%%55L#>7!L5."0S54J,FG,K?,?2@6,.7FK]TK2NF>;UE; M^VB?4UTZ[!:1.0._^T@1J72;TWCBE-
*YENKIK@\FFLMOM<[.=06; +"A,GL M):OD99*L.&=$_8,[%UC'8U&/ZJUBC/NHU5W#]13'K&39XB'2P@#:=QM3+Z*\M[W/]*;"H*
=/D(#V/1CO1:1]FLU0@L;>'2\HI(!&4;;RI[GBWDFR!*BU<;+/ M$+L]C*NR%C4B7\=>;=NNAK'^H[FL,4\0"IMK_V^\QA]T#>@T70.G-8,,XZEL MZ?*
*U/+=]PJ6/37RC;LI\3F&S1+0T.VJQOK/T;=S?%G5*P$2,L[S@20S.%#*SF MHF;@L48&,/ STK"I15KBF?Q139](Z];N5?G\,&]@0D\.'"P21O@IA/S!DUO5*
*M,>*N(UT=OJ%ZF$@_B'.OY3%H5.]LR/@SXR'T_$5Q5:[3]NBHW 52YH^@CO/B MX/GMD0[18SI6C4UU^WDAO/B^4&VMH=>*
<355TD7^VR044E<+>_<]WWD:$K.@H MKWN PK2>5PCQ B1%/;4&F-M?K#W0SLS=TMJ1E?G9]KQ?9U:/]IO50RXIMTX M)7J+UDV=
K0XKAJYXE0)R6@XN/D6^%5["[[X97L+OOCU> MPC=C34U_ZL@)GB\660Y=D>2H"9Y@!Y1 (LMH+)93_Z6=!XMW*[G&H)+';@$*
MU8\;S!_+#N#3.$03D*DW\A-B,?^,4N;6^'#6I;L 6\GCX5?$B+6KED*U8-SXXLJL6:*>0\Z5MF#26XBBJ@099QB6Y_LNRF_I<) 8+%((;]P'RK9Y5BZ>K*
*LF^MH*S% .U9;]<<=<27&!6QE7B?5GW/2$K=-[8WA"]K3)'9<%_ZS1/2*/%)].VNPGIMK3D47UO,,=9S6LR1FCO\PX.C M8ZAKR[Y=?#I9OY.T>_-'A?*
M[>%[D#EU>%FLS5 ^O@%\>U#O MYMZ C96@A QK'^^\A=B46DQ1?M$2BQ[YG VKI02+ MVJ^;/:7<]TZYZW'TXKRJ;^N";X+(10L5*
*1A3;O<\"RKQO7C+BX4VEH=??>1 M+]EDBRAA.)9H4.9FE1\?#<:(XURUJB?*O.&!X4*1*LGZ=B#R?0NRF% Y@M5J MC>.;3?=B;>K9O+\/NW\=VX&?Z#*
{@0.EG',2-AM[WFKF-^H@Y^)7@XIRN@(.E' M;H7202M$A@=]#P6E'QBO5S=')XBM^&XZD.3EV ?;U
*MXZI*XV2BRF^]^G]XI;1"@1VFW$/R*$55UIB*#!MUR',W6=,V]3Y"GOI 1UT5 M/SOIBGV@H]IFU\.\5Q6B?*
*E#\X\PE":#L'[OSIXC7]#%7@L:F2"YAW1A6V)M7W*B6{0}5P.] M'DI7+D4CX=&"/R:$PPC8M8YW"'99[+4%QB;@=85 XQ4H-NO7U>%1,"8N$_6,'*
*M7W#'N]Y6]S!Y2*I6)*7@3E%3*IL,B8&]LU:I.]!NP_[2]2^EN>I;6D5A\I# M*7_S3M5?>TW(MK@NQL"*$V>0HC?1(70R*
8H9QC8!TL=,SOQS0)1//L9Y>KQC M6NTUXC[=H-94TFUK]FQ9=|G!MDCTG5C:+>ADS=(61K]#SD4:2]@THB4>APA> MM9+C#FV_XYW@>J\)?
E1>ULL# W&/?,4T@RM&XOL(.]\(1_JXC8^5L8T3#9' M938MM7M#I7O/*NN1CW!['#\|"#5\;5P4P#R[+(MVX=(N@#[;0HO0=A@!?(%H: M%'-HF%*
*[#NLA*XJI#[']WN^,Y=8X<*L;<^S9%/[Q8Y7.\$='KJ_G@J3ARY.GGW+A3M#YL1F*T^>O3V&#GST_/57]:7#-9?PY6[;+X6LK*IY'(G9P>O N*R7# M;"*
*(3!+Y?9=ADR.12S$EUGL#. 71)N0:6A0;RPUF93"_]X?%N+K86-@R6]NEG^HB7QP3^P"D M*K%% =EK)<4!!:%WU8 7K_\7_/W";*
(8RSQ+OGY\=VL268SV'3F8"9@[:.&-UXK_2$$D M\42C?":?CP##R#/7&/(HI? 1L-@@S9J MC&94I6UG=41(I*P 'NZ:E-3,B/_,))*
[L39QGSN:8E^VPY)CZ]W M^R[*B\C '!'W,B(":V/0%F 6(LO#UE66\'_^UD6RC,Z1S^:,?TCO#FY150\20C]@E[T[HEWV MW5AWV8_DROZ_-*
*X.NYUZZ<(F\VL *6/3Q':=UST7U:NS(UI49Z?C7542 $D^ MX[#&^GB3',:\%N-<&4/9Q3&2%5KYF"T9UTC3THDX.B8)(.7SE\,OL3!JPN MP H9.ON*
BF(^ER),$TC:_.VKR"-R^GOBVA)QU3'{) \')%U654;R-/#7G^,&))4W^&=|-M?'/+\G;_9'.HK/LHPKO#)YQIC4@$AJDE8\).D=P'<_ZH12<+$) QVY=J/3E!
M#Y.^ %TE$^@U>C%6\S*41S\LQ,,,V-D_I_T@,@(3;6 ;_/85;6[$\N68QS-;=%D $UB/NNA;YUDF!:,PBK%%1<4S!JK+!Y0
M63NVD'AFKOF8=0F.;+TXJ[#.):#?&<\///7?'LX[M#-9+'E[Q)>AR 0U"F0;L\0!%-/CX M[_/O?4\Y080SRY^/%B\O^5>3(OISPSU
*SBR$;COO9^[R)2C@GO). "[N'"R MJ,&U"Y&B2/KNHG$Q4I-QCNV4]5JU4L9)3/3U)>LSS.@?4RWL#&\(BHIP3N*W M9O'\1G/T1]355)LE;YQPT5G#2S.*
(7R[_R1-"4S91TZ?PZO14L^4I56RCOKE M;P%X\9H;W;K'#FSIXV KQ=GEZ9N8;BG?N]O2 C[_MR/W7[^N9$%@?W#+-1/S*4!9V2Y8 M8Z\7;9X+;E;37-*
Q>IW1^U#&T(7 -!UA3N@7!I2;;PW-N.!DCD_[RS0LE8?N]X\ZZ '|>W;&'M;%\PF$16__R9^? M3DZD\1W\%9]Y41,J5[HMV'^"C"6F"S9X&5W*
*>K^(Y\EUY,@6\ MDYE# +W@'U#EPUU 7?QY#R_+GN?^Z],C.O=?C/7<%T6]V4;=-'", .*ACC ^L M,,L_T1G4,5&'X)]?*
*Q8RLD13K\QSAIX1WB':43A*C>__1XEX^88U$+9 'LB MH!P0WY*XS20E1H7X*@:"$TWG9/NGGB=58TY7$AGL6[8IS+B;"R8':>$@*
M#I^)XTOC^I@C4!()6[8RGKD8WM6'/7HC/8&8T\(7YT^:BT8NX4$I#$),,QHZ MVEK,E9/;_!([_$3<3X;23ASJYT%03B!M\UK&=>$KU^U2OM
*6V$O<831GIV9@ MK!L8:W2, &9B5EJ-;V"&IFJY79(OG$G^KE25^($K*G?%?@778^0Y*+)4+)&J MY66C]R)W&;- <\BO.+AKQSTA1XA6-*
C_W]F=T:P=S#E!",\LB6V+")/8\..\ M'[QE;>E2{)MQ=D$D-!7M*#PUZ3?"'--.V#8)>%>1^M23[TW_9,)KU\>T4GT M+4)5UE>+"Z,9?=,C9_!]D>!$_0!DS.*
*?F635OEY"MAJ:B@(L='+8\O3+7 M@?PM,':-U('>#!C#FXU.GO=D M%8:='';G+_?P^J0'# T^.22-&P^8T;I#7+/TMX-'@O*H_YF10<1=V+S@RA: M9Y-*
#9LAETFZM\2^-G9 8I)###NA#I7.XX7"5K;R;6%2#4?2-6EF2[P^{D2 M)^URL)2.G%YGN-@^Z"E#W)69D/,TV#@%4"3&3U42-1E BEZX.J.M)GC*"9Q*
MMW+QG@,H$HDZK$+8GX ^:;^8NBIZC.'#'/DT#PLE8G;23]P$FR3P/)2+P;;O MW)+W$1&8X#,N&G4.PXDOTNJYZ&4UW>-N1/H?
FTA^!5$EQ!_2!BB\G[!XC>#[A: M1LEZ;@=VK9+AD!SYRA_66URY+)6?94%'=E56E(B *!EG'< %VS,E#-+ +A+C M(Y){$+&;K=M=XUF5)5>I?
*U\;>N;7&G%Y=H$!G9/),:GQ3]KVK9#"0;M=^K M1K26[;V]["8!GCV,WVWG *SV;.HG#WWNR.&7_?(3<2P&&+@6T24 M<"1&*X+8UH#)@A57*
SU851]W$PX>EQZ#:,B&-:UA4=0ZT,6=5^'_H+Z MVS_'14Q@)//[:V!']/]M",CX,85Y)M8DE?DHA1:,++MUV82$MSTE6Q.O3) M,
<"V&E09I5)A',PCM7,RB2[;,05%TMB8BM.Y+A=030B.X^7$]UJ5$3-(_]8+ M-@?\%TYM0+559BYN(]HLBD__ZSU=O_TF7 M)HQ60Z,4C (6
=AVJ3\Y"U3VC W.X%]M6I/C)>^N?1G%NK!%Z:);R@DO"YS M*-S,J<]2DMGR0&X][YZX]50F"0X7X+S&M>C@?':L@ZF5Z393,\[@52+CA%F<-M.:)*
*<]3B:!R&C'5EI%-FCR$^;V.H'GJ3ZM?9:A%'7K]XYGI'O,_KALH(C[O+._M^*NK2-N!MSY!@F2*V[\JRX(P>HZ)*]3'_&LK)3K!7Q_K*
*M5AB*8<'%G#1]+PAN#%@4LWUASN"R%@DH,>R%9PIU6VM2>R\)F?*(.(1/>"RZ&Y"K[.J+-B$FP\;CSY#?@^" M2=M_@H7H%C0!60"8%TWZ3?*
8%KP$.AR=OD2265_LG(' M_/'?:)35U93/@#/". (H2&\9PE4@!1QA89Z4OZQK9OP%,4D^UA<:%W3AJBI@-M$U;<=-
*N%D'A&BY8;^EO7<;*BY1OC8^9I(EU.6JD,K^TL"IS>=8,P,5: MU] .[.+HB93XQ-RD(D.%>:*>;T3BDB(*&'\/.5M\(W1T$QIAZ))IZ%<:2Y>@8W?*
P&TDXIB_8B;=PA<'"&HHY|\T2D)4R(2,N)XX: Mf\A1&=IHT=J:A8W5L!>3G)($:AT@R(=IDTCO#LY@5)I3485QZK=N+)C^J"9Q M92R-32W84%U;'?
*U?:?:[,X8 21%]@R5.11OGHJF)[*LQ;7HG;B@LIJ*OP+J M89S/S>[4]+LRX'[61#L8Y/WP=_UC%/QQ#W]WRZ(N>PI%W@#HK,P>Z8%M&RXL6?*
Y:27]T6PNN=Y0@;@A$EAZ $K@/M$7#I@/>=RLBH4T),GI5JL62W+ YA MW$YC),UT]!SZZM,A5<=%W+H9.ZYE*TLGJ>WMK^S/%0P**5.*_-O)L'()")*
*M.^KQXN"S,R.H29+-TC#-YWVI/CN?I7(BV Z,&B,,/!L%CJ+IN1T$%%O\,W9 M'(.YPSG8Y<,Y/!-Z1IS&"]7G.XEJ0B]4JQ*3R+7HG9(WI6 $7IE;I=[(F3Y*
&#N_$TXJ/+J@?_2(/\+<@:5E4 T4OF=-MN()N.6E8+3V_74_DZ.(GTWIHWB-P^$#^1.5JPD1C3IY#OKNF)6A28!^>DIF/K MZBMS0\HK!A-#
[A=Y6#I'4@)=[_W*?_(N?",@(V//!0.$61WG/;D(R$<+^K+^030,']8 MX>BS22.;!!)-.9R]KCB.US^30TX'S#;]3?75$F,%H18"9+PB,G,OIW-*EA0# MFPYQ&*
*[0YCH!BZ###L$XW^-#&O&9<28]]?O1MHQY5?_U[@6WYL,"-KX[0E(-'MQ^WRVHLN]2)-\$@%WQR^#2'O4__IKK;T<8[-M7%33!A_Z(Y][,W-:MV6Z#*N*
MY%I++:Y/CB/(S'[#+OE(/[ILCZGQZ-=;.IW]C/JD>50_N^RZPV#P>9K[J AL M/1%ME2G&?&!/];\) ^_0XA1M/51D,,8'8AQI&!A$=#K9=R@/^5!X0IP>99ZY[*
MF.?M.4T=#D63DQ?=!\'8]3IN!6<@ 1X'"$FQFXGXX8W/'E[UW MQ)#>6)2RLK'[+,YCC>TGS67T/%L:;%!%@ZY65G>V/.RB..6YERW>;YN#=)_ M1!CJ5U-*
_G@%1DIP<]LHY[V[M[LU%K4NP;)S(#OSPEB;%Y_9RA-/G)E>9CR(MS,J=DY_:-M=EE;E'3;++:=BE'5:NO+636SMB>AG)EV=(@UHA1F;D9:A*; M+ZU$-*
F^16_'"=Z.T.64Y2XTMR&QYU-+FE.9AF)8MFEQ595V;P;@RWZ<<&Q%7 MFCD5 6$-EKFUR>%T:HMS_+IY&I8Z:%8DWH6ZHU\]XX>AU!Z%G"\@=_(?
*{@=F MO/[$OH!,=C7#^H>$'=S>IEYF, S.-&^M>=&ZPO0.W*8/[\W[6Q<$I;1S8@-Z MQEQ 8%3%['W9RPJBLL!*J00@H:*L4F+B8-TVQ6GPF&%NV7?*
BM^L2LY8ZZ-U MJU"'S^SC\<\F3(^"KGUSKRJ*IO!4E@L2NPE,DZ!.T71UG4]71DRP)Q;\XM MK;G8"AC8E"]F6+IVXW9@'9=Z@G 6!YL+X*1DF<.*
[41_Z(:PEW">6_^X]OI0+Q MYFL3)HPOM_%ZK+D-E]!@=V?R@9P6@-$Y5&L$NN=6G">:O&_F!TZ_(X2#UN.
M1@54L_Y;UN+\'9A$ZRA^87!B/\!0O2XB%4G0&)^.D8STPYP49J;_WYPHH5: M7!1++#X44AZ#J2+A3";.#/D>HC<5>$#AF8SY)$
M;%2GC&XMV2=\|@$,4$5OZCZ]+A\9+-BW;=DQN>9 W-,+L\(K[\,)C(1YP@ M@1&O6;'N0)0D1TWN;\NE>8,0+CDAB3#VRB,;4EK,?*V-20=*
*'VZ\+S1#^X,: M(P4E%#_- Y:6B);)(!O0@#L3;5EU_6'9W9^? RT;3[IX-NIZE;V/YU F&J\W MV T6/#)1^$"!GZ:M?;*YW[#-I4_!EL)648>+7O@[?:X\A7 /[_;J?*
*=%,?K258$G-&9$IMQ8.[7*7XS'^:O5PG&1TH! ^%ZCR\%;I8>K\'HY()Z7N M.))WS63G;%W$^-`B-*
6WVOQ]-56(@>9^),4[XD^0K5AE_J^'1SEMG<3]5E! M^#=9D\OQQWFTP>MI[IAM8Z(?;_?3]0T!F&Y.GY&)<2]8)/Y!LJS*%SI2#?5*
MW6%9.P[2SIX,KD(T$__M,&?K8STB'"@_^QC.'HX%7CL0C6@@OJ%5&){B6+.*
M6T/J/U_T%F@GKA$,C0CZ/3+7($]U%U_OMA(P6QC&#)]+IXQ08UV%^@6B8Q3 M'J[S/Z)]F@#,@MZE21V8]#AH7;+Y?.LR[5K![!]3/4S7L+'7%*

*YGMX=QK4&F M'P_CC;?D+/,G/#4N,+\MH 0R35(&=GB*PPY+6US;^IE"+X'$$#!+Q.9PN0] MD;XGW<|*G1*]+_8A"CN%?>/4=CHHN](@>Y_OI%"]SL9&[46SCVW79 +$H M,]+LF^')-WUPF&-,^+UY\PF_-V-- ^'W4K>J+R:]HE46TP_9L%/"PP&L^YC)W"544NXX"2DJA%\#.HM$(=PLDWYSZ0&+P&?ZBK: MY@*(LX]GB#?'3$-+;H%M+V/MNHPYE<%.2#P-X M2+G8(2\3!@#N,+!4AGZ;0"]V]#L;S&=J W4+&Q"[=[HUC>OCPC=^G;L!*% MVQ^2C#ZXODR'@EIM8MN Z[9>E2YC2)D4DQ27N.A_CX*:XN[QY]XXZBQ3Y5;&H1NN,>'L>] 0O[&KQW1V3P MWHW5X)T[T+ G9%+Z\CT'-H*7EA2W2!''26SD.8YT-Q#0&X?!1X1!>+X_*JE*%?C0#;A:FP^8(43GE@=&1&H$*7'2L*E032X$HX$;*.+4SI+B@+G_ MEGA[=D1;XKNQ:HD?S<%0(.G:A>[:&-%V.)?.! (.^2;HM7,/2B9_T4-]* /(E M.,WD.5)/73N\95B3]RF&"<#//0Q.HF"QJVZG0I-GE>0J&%[8Z;)-#O.A>?-1 M"JJY(Q""MY'9%=Q6#:5-C>HO;*%>N>,X&B.GQS 2:3P<,!ID3/UZ1D^Y*?AN MKBL 6J.S&G@(+4-P6]>4Q_2'5< 9=4WEC#"Q8-/%WH?"",:CSN/>X*] NE8## MU)@W3N,"79!RU!/BW 0MS8Z2-W&9UZ1Y#&DK[7;/(MK"H:_=2]L]GR/]IAR M#_Y39ELJ(+25@)$9.LS3\V?Z&HT[M(-RMR'W&/Y^_]XKH,P+I&], ^[A,.9D1 MB4B=*94 HMV!]VDZ8KB8G@-\'SWGWY{W^[&*_:"L(*U2AC$$#&&Y%:#4MKQ MB[+8BQ-K1U\@WKE*<_07ZFOVAY,6'-7NVHHKF[X/G R[JRA#T"-C\\(C*]", M29C6.:N.FA@\TUSC[W.F.&23X@F"O\5[_]J@>X+2VK$7R=X= MJ8R@2"@5LC@%US53-J!+)6;6>IFOS<?M>G+@+F+.DO[MB'>951=I=-&GP 0LDC^'GVR?(OS,;5$]ZA1V2O1K&BI4P?MO%$T69M]4S0Q M]59FA?UG1/]8B\^FA\T-4B1UDZJ^SE;A@,*3&U.1.%]>V(VN4NU2[#R#RTH> M7_I? =]&*J2];T%*G7QF)65&_VCAMQ'$TSZ1#CI9]WNX.0B0U)29@@?L9?SM=L\'MCTY0O9[MZHME&Z=ABU;W?@^<#=Y-F)8Y$<^/F$Q=09,0L\)--5P-3*FE^.X MFUP*0$OQPRE+*'%84(N4/OSM"Z*R#84IV3QU8>O3,(5!?8WCAMV,++;AY)8H M]6'AD(H@ #.88*A=>R)$-NDZW=.8+ <*EM$55W9P=Z@V@DYXY50C9"$7D%,&=_M_I%&]AA,VXP9OHR;!+D$M,@F"C4V)4W[JL!4[95N3":WXH-4";SU^8Z4R_N M;UK/Q$Z]38).EZ447XE:VI";\=''V&SQ!"9Y"J"L'5JV(,DE: M$6F@V=;EN>VNW\LHP%["*A^C(<*%;?E1-[TDJ'N-#KF>0)G9)#'8M0& M&E.U2F&A6-Z!S>)P9DR5?7S87ZV@&Q$:UL&]%?DTY?#40/LNE3&"<&5('\^4^5 L:/HKY MD5.*0XAM78@-3*O% OM$5!!'9BBZ+>%-PU1OBH#:65--D+',,H[T($ 7QLLHB<;\"<:\(?1@,.Z'][S9**PDW-&;1-Y]NGT)>259-\R M_IPMVZ5]F<3+NWX+O*7QE:A=A0#-!7>V"#',T,.X]"D\ *;BAHG^Y@S2'NI#Y5R4" !P,/0D8YAFT*):S0D78V,/#DE_O2[=9O=Z7BKL M# ^C/;E&[@/?.&"*AAGDBA_+0;3&%GMCD>.?N+DW$S?W=C{BCC>D!{>>E90V@ M2+UG?P4-2;@DYW%)V?OIB?GTV/U],3RTM)N M0'M!B1S'[UG0?7(^;^Z?SWIW>O=\UAPA@X=2!/GPZ?+BI_>3/RXO+ ^^I<7+ MY]^:_KC_2^?/DY^_7'RP_L? SW__Z=-Q2+A<]@N=BCSC">P-V)KC;@\-FQU'-MT1W*QQZT7*)(P/'ZXO$6A6=5EN%>T#C+)46EB+5=>@UM,+&A0!&";BEU#,AJ M/A#F0$B><'G&7 ?/6S^-%_Z5TX"Z.XJ<8H_9A_4"JOC6R<_B(P4-6HZS@VN^ M<#LL_$E(1YCPF'ZYR#Z#NX\5P-1V!+M/6M\"'"?C72?#,=L>ZR1$.N RX4E? MI*D? ^_,JT#V,KO]N&%MAJP-_%Y>G4[M\5"/OHB>^BNZ^7LG?H7B1-=>"VF,; M(&->QDLGAKIZ5B(^>@$EZN\90CSY(=[41[YRANO(1,'%U.H6PR42=50,0. 4 MNI#XSQE1]'>:UP?+QRB/4 WR5.Z5?[+-F:4AWV9D#91F8>"WDUK>TEO14/ ;H M^XR:V ? JC\5AP +P!6<+:MU__?CUYINW_=/B?T#)_9?G!Y 470T5C09%$Z]38).EZ447XE:VI";\=''V&SQ!"9Y"J"L'5JV(,DE: M$6F@V=;EN>VNW\LHP%["*A^C(<*%;?E1-[TDJ'N-#KF>0)G9)#'8M0& M&E.U2F&A6-Z!S>)P9DR5?7S87ZV@&Q$:UL&]%?DTY?#40/LNE3&"<&5('\^4^5 L:/HKY MD5.*0XAM78@-3*O% OM$5!!'9BBZ+>%-PU1OBH#:65--D+',,H[T($ 7QLLHB<;\"<:\(?1@,.Z'][S9**PDW-&;1-Y]NGT)>259-\R M_IPMVZ5]F<3+NWX+O*7QE:A=A0#-!7>V"#',T,.X]"D\ *;BAHG^Y@S2'NI#Y5R4" !P,/0D8YAFT*):S0D78V,/#DE_O2[=9O=Z7BKL M# ^C/;E&[@/?.&"*AAGDBA_+0;3&%GMCD>.?N+DW$S?W=C{BCC>D!{>>E90V@ M2+UG?P4-2;@DYW%)V?OIB?GTV/U],3RTM)N M0'M!B1S'[UG0?7(^;^Z?SWIW>O=\UAPA@X=2!/GPZ?+BI_>3/RXO+ ^^I<7+ MY]^:_KC_2^?/DY^_7'RP_L? SW__Z=-Q2+A<]@N=BCSC">P-V)KC;@\-FQU'-MT1W*QQZT7*)(P/'ZXO$6A6=5EN%>T#C+)46EB+5=>@UM,+&A0!&";BEU#,AJ M/A#F0$B><'G&7 ?/6S^-%_Z5TX"Z.XJ<8H_9A_4"JOC6R<_B(P4-6HZS@VN^ M<#LL_$E(1YCPF'ZYR#Z#NX\5P-1V!+M/6M\"'"?C72?#,=L>ZR1$.N RX4E? MI*D? ^_,JT#V,KO]N&%MAJP-_%Y>G4[M\5"/OHB>^BNZ^7LG?H7B1-=>"VF,; M(&->QDLGAKIZ5B(^>@$EZN\90CSY(=[41[YRANO(1,'%U.H6PR42=50,0. 4 MNI#XSQE1]'>:UP?+QRB/4 WR5.Z5?[+-F:4AWV9D#91F8>"WDUK>TEO14/ ;H M^XR:V ? JC\5AP +P!6<+:MU__?CUYINW_=/B?T#)_9?G!Y 470T5C09%$Z]38).EZ447XE:VI";\=''V&SQ!"9Y"J"L'5JV(,DE: M$6F@V=;EN>VNW\LHP%["*A^C(<*%;?E1-[TDJ'N-#KF>0)G9)#'8M0& M&E.U2F&A6-Z!S>)P9DR5?7S87ZV@&Q$:UL&]%?DTY?#40/LNE3&"<&5('\^4^5 L:/HKY MD5.*0XAM78@-3*O% OM$5!!'9BBZ+>%-PU1OBH#:65--D+',,H[T($ 7QLLHB<;\"<:\(?1@,.Z'][S9**PDW-&;1-Y]NGT)>259-\R M_IPMVZ5]F<3+NWX+O*7QE:A=A0#-!7>V"#',T,.X]"D\ *;BAHG^Y@S2'NI#Y5R4" !P,/0D8YAFT*):S0D78V,/#DE_O2[=9O=Z7BKL M# ^C/;E&[@/?.&"*AAGDBA_+0;3&%GMCD>.?N+DW$S?W=C{BCC>D!{>>E90V@ M2+UG?P4-2;@DYW%)V?OIB?GTV/U],3RTM)N M0'M!B1S'[UG0??

*P;1M1?.K5=B2$1"HOZXH[0 MQ*L\]D)*:,50'_(U@\V6__#7R=;'\C/P,+T]_B&O=?=^8K5PX=1FZKP MMAN;NJG,]5)+8<'!#DB9]+(XFAI+><'I(^*?*
CSN9AC9O48+P++CG?IL1RZ2% MI.NU)5O?9'3NM=&^W9U]-,L_*@HPE*Q@$ -.&O/BCFYG"J5;8A*)N4= MP]MT^ 7F$ ^3 2Z)E==/0%V V.29I]<\M>
'6'R.I=Z)62*PXM2A(;&JM!<&, M6R .@W\|YMT%!0Y{$?%V:T_DH,UC;[BX7]FK=8%&8R\=UM>F]163+G63^('.
M%>>;Q^(1 ^P=>X_UA_0&\5>$;_RN0?';WC)T55M&F0].C,8.$Z?S*:=2? !)7 M8A[LJZ=1NZ+L/RXWVEG%'79:M#%#?
V1*M'/.5$9]JY3H(S*5:$MF,+FOI8SX MQLPEOY4 P-==3/WL?&>+M_-AJR/GS\E7/2H/I8F>Q@!;E;I,+%@0&'[&11^7*&]^_<],$K5().PJ8_2(6/UKO:?M M
_CF_O=8J3U6.\BW*E3R4"\YB/I8=%]Q\9^7&3_Z'?<'C!OY7=XP7*;E=M'_MZ]=O;)\9(1Z2]H--JO[XUTF]=N!E|C8X$W\^3F,_8UZNSM.3_Z0
MS.@AF[,Q6_@EZ6*-N,[L9@D QDY8Z3-3<@)"_,SLD[OQYN'VY:*BZ(S|"'^+R M/N+XW8;BXDIG0*>-L=9Z95O|0W"Z[2K<7,MMX=EN/ GG$YP/1,-
P>H:;B\K_MV;$'JI%'0^)'|:EWV)C-06)N.S5V/F NI_|ZYG,A?@:?UW*$!!,'G7.4G:A+ MX4JDT'K3TFD;/-
"\%&:CA.,5C/UG79*1"DH:Q),,4=^X@M[=18Y0X*IX%AD MLOC:GB\-HM3$S4O^(SNSS;V(#0# ^PE69,_R(: \N$M3RTCR^;>I@C2X)>AWR M:ODZ>D&
[_D2=-B"HEQ<,_QQJ(O4)>CM;#O!0PVC#&"G'*?&&EX\"[9R@7=AQ MD^!%E(AX\SY? '_88\@X"^'"@$_F0IE&M,'S;P,II<*^W8 X<-=$D?):(<+ MP?-
XGST[_A|F8:RX7JR*AV=B'&=08I<+1_N8'&?62SG5PP2H;Z"/S(MU0S9 M91<+:./DR=@,;=>]V,W-,$TL4GLE$?T8M-9BIINYQ:-L!(\0]SA!+<-._O1{Z
M"9+?)B@!?AJ/#KY+[M']<>N7R]SXTM,]+>]XN.&L82L8GW1E9>X(>1\@T27A M.>GVH=,<[&F@%PP?,O^*N,/\R+[+WG?++Y!)%),:
M#E(K\D4Y*G.^BTQ:V<$@*/(':'@D'+!?53&096->2J^Y.[8MF(_UT6GXG MJXG.M77HU=Z]?L65=.V#BIZ/Y.$Q>W8*50Z8;BH,.\U3EZ>D%7*\\D
M9N(Y)FV>"HU!,G^H<\YK9U/,1R'M4D'"?PT%5+_CCCL8H6]8UD@F*X1=9#\& M1^J0G&LO2W-E:8$,_0093-V\OBJ2X'T:NXU'Q;B=S5LMWG:OX8_-
R(@Q]=*5 MRKN(N]VXD10^#;E*<-^I99NY)S!AJ6:]_SF9>2-X6'*7Y%E5"M@]<(RV"]A; M@!)O"_O5>2=GOUIOQ'H4_=L<0E7/>@N_))"&_R7W+?-
N,/40@>^::01/'K2HZ\^2^AAM,LZJ0CG^O!.UWLX[8GI#/C0EV M+ B"28#_@NNSI25!E2ZR-V\PYLA;QML;,9\!WHE7'U4C"FYL?
U8BG,HETK2.=)Z13(M5SYPR;)S:5A51Q>=.E9310)+IQ$S0CD$!-KN.Y" (N>|(1NN5!256$0G(;SP MELIUF6XMH ?
KEWC18!CA7IV7Z$&I,7OLLY,XS\\W:,DSJNA)G%42>P7HO$] MI&KV.U5#W1%AU$89:6;/@7I.MBIG,\DA?XMLKS_LM+I75HTI3GRY/U_|T.J*
M)Q"JE8@OM D4$(IC-=[AX(X3M\28HQ)K=-I%#QIY DHW%LYP!;6@N:M*D3 M2,$I\Z[C9ZQ<8+]^8 SG(!&3X7NI5\!E:O-*06-
6*ICD)ZJ4P#Y&>I4P5HR M@1SLRU)-16BRK\&X =,H,1'B[V%4IS\@XI8.?|X?Y>6<%N-DPSQH%],B(.--I M7M/<21#R>\$|H"1MZX"44]|U:5+?
FJ.M2.ACYO<5<.<2G*$).",73A7Y3H7 M 3.8VH%7]\E2Y=L^_\(L]4GX.Q2F\SQ&^OV(& 3ORDIR&8%@-B9G:EM]7"Y M46F7=N '%VZ6D(]WGB6UQ0+
[-H+?5;.^Z%'S.OBSMYF/H]="NB5)C6[A4G9U-M-SQBZ;#Q:DD\=D6PU]_^6@/RL1Z7WD(J.@T3Y"G-30FJ[7\@L85PA6Y*>KM3 M/2.+/OZD7!<60QY^N
X/):74-OH_W+YK4]PULV_NFRQO\\5(3H=D)-%MNVX[MMJHJNRMA&3YLH; =1YBL-2?'38 %E?+$$@MH-O*%H$=$?9[4N@Z!.:!O6&[H:^.G^TT!(!(
M:D/WV"8AI2UDE"B3YO"EY5CES?'>%*E8N*S3Z!W@'K"*!))\D)SX*>V I!-_MXQ]\T\F]5)X03+> N?6V<6V1[V#S.YII&Y%;+,322S&_BRSCYYCD4=81
MG]!(CEH\SEBL^% F&VR9[.F>ELD8%60"2H8]T&XDJ8;5;56N:VZ)=MF<)B7 M&`!A0.LINLMN
30/M>7.+:GVEO%ZI!> ^3N:NV9TUQ:VFLK'=*L/Z?;5>KJ80 M.J:0$$W;G))@TNOH^:OGNOH&K,E!T#"+]-^9)P)\IN%ZF@T+*X M84?+>Z=I$QXPK;
(LDTPKLL!/ZEY]8<>VYPZ&-Y'Y*C(I) %DU1$^G1YWF-$E MV(14P-;%/#=73;&BC+G;FJ5P"%EH/^LZ+'/IN,;1 '9NU3H8ZIG&QX?&9X>D
MD7O*"88O@FY.F6,&R4,81=LUF;NHWHXWV,I]M)2%Y]NL:]9^F_-Z6_S-FT/ M-W(*[/!41.N.CU>7=FVDN,[E@_!2O
Y4+.!.5@J3:&U$BW&"CXN=XC1SE0E* MO2771>$ECV34O[;-0HLM.G4#5Z/X0[AT46)]DU45X!MU[NJ&G=EZKM>Z(-LV M/#UC7ZD,W)KS%H8'666--
>FM>U(7 C%3-98P\;4IWSF?ZZ.# CPBY;BLH]\&MO>+,,&X3KFX3.W-:'==:\&MC7E'2EL#Z;-QU-C#BDG=[TI[F*TI+GI38OOR#*/
MT3)47;U]UBJT+]N];G7"[<9@MV619J;1(IW'8['+,%?J#W/M4-,5!Y MN8-PUZQKJ^'F.$(=L%YJ& 0%NR7WY.#-WKY@A@6P&,M7D4<19^L_Z
,*W*FV!ZZ09X]\(]0HH.RH"HAD^$2D9>(C3Z;9_(G%7,"?Q>+Y MK5G$A#6<8$,<-M0F:]8VHCI;>]K M<'OSVL3!";0* /1@0D1B_B##.
.<'+@G;/23PRSD)JS&D(E6H4VGA.785C=R MNP5)IW3+DWH;<]L'Y=9;.$@?L98[AM"]GIN]YKAPT7RP:]>3.#,_:BFKPG*6 M/I0M5I2VA$E0'C3!
RQ9]$:9A+7EAC2%0LG3@KGWFB0TF-ZO+?A7/5*OG530 MR8MHL\0/8E=SHC<"_5+?)_X\8S;]>4P@XD!FUGN0KNNNLKQ[.J'E:C.>\LGU
MW%9B#KG&P>8:G^UIKK%>3T! 7BU6=.]8MX

MD>D"6!2J+8W1WDB&UV1!"2W<'6W[XM!# M^L?UD"8\\TPF(!0"& 3,OO8!;W^A&;(L%5G83\U1=QT=X7=PD7 @/LD0;6_& M"M%H,6PZ+0FIG"K3+E:?Y=)*;N!,7M';,+Z/4#7944;&M5I@XSBP2I"/B]ZP M61ESQ G$$?*

+Y@7M&3%6QI?;+\;]E+6P:78&/&)%VKT^\,_R2YP'V^'LP/O<4 M+4[>7\[*4^]TD)Z=&Q]Z=RZN@+=I%EH%'^+U2F5)]T#,SH/,@4PVV]+UW/3H MR.0(5QQ45Z!AK>FQ4?,;K!TB8(,G0=(NS'9SO,AD08H_[''AH?8*?RH/E4O&U$_R"\5],>#WDG&$@-"%4=?Z\C2F\)-,2?.6APN MWLY]9&N=]7KR77+C(8QP$[20*4*+$$W&INC<1GTM;Z".==S+C9#.^5 ^.,4_3 MVCT*TG!G:>V"4$=65&>BY99NM> UQR[*)+23GO^W5L<')

MGP3S"';X7$(A^"*-QKL@3N0N1*D5R7+!L"QBZT>3ZQY6N9T+04C)&; @=6 M6061]OF_DC-6W;PORG2"CAN;S!6;C:/N+.^/",/8!%D8.GGL.7CQ7'D+ [VS:G M3C N:,4;'1IPM]$!P!>02U[>-<0$AR%SD&>W;C;$X9*F]C^Y'#6#K=?()*9[! M^"+L0<,/:4&,8@8X4" @>59'DF03BC>H9&:60VT\K#FM0LNO-

G\8?*FWAJKE MBYT7T8KQJ[($[;CS V$NO"AY"?E[%^[12](HW0I IND@)7K?3!@MI39@0P4L;O M*?

0$B1'D*XC'"%KP33S$B6,)Q1]MA4E^P\!XSRU5B=2MBN#-8.WK3.6(3OO_MMCQZ@43V2R /GF2K>R ;9@MJ/J+B3EI":6G^!9Z7\0/*.4(P7? R1'26_9P

MJ/D#SE"%') S,M[63?GCIB3<@\J1T;&9HNALMD/UER;9NFZ>7S:@I60',!O7PGM!96D$N^JF/6"!

M37+1S!9U;%LC;&Y/LMB*+#8ARI,VSEC=_E4#=0LU'S,?/(V+;QE2+.O>FZ1V M:05"0<6M/.8G#]7\WG4K'BGCF BJ_.&B"^FXPC>O"\L098]P2M.

((RY1.RAG M@T+ RO7DK0N<3)KG0Y2SK3;FACE'[!FX9;'X;^23Q4I8AC(1B?*[VM?-?5)O MS#@J]82N$PI.83F@1#=]7\I5NVR7Z2A7-

2AY=4:G)5[5+J90@HA=S+\)T4N-M(-PQ;PWZKAZORKAIZ2"T9#Q04\PG-!^Q9C:F8@YP! EB-EV&,/$A'_^OVLN3T'6 M26;^ \OP;351KZ@>$!" NH%

MV<2:4C@ZX@R\FV<[]=DG'"6K="%&&WYMIUUZQNP[L>_!+UK L1H1N=(LA_*(MD[J'9^1F4$CS)< ';MX/Y0$%C^C/A+7X5%0U*LWZDJ14)29H(+

M[C@SKR1?YE*>IA?5JRV50M4JGZQ9J8A=QK;KM:171(^JJ3REE:G<;;M4J%A[M<4M<7%<=S:;D/0*,JO()_ 580)X'7F3_]GYK*@E.[(YL89%_ U)E'UQI[(A

MN7LDJCN?VP)%NLY:T)9*PH0:+)(3W MJT_0Y$%NG'%+*1"!7">QA.*KC$GI"_T2"!@L*FKRP.6\)YN;>E[-^@$ADL%-7

M3AN"H6DIDY9YA,R>0AEN9I2H]B2-U*8&5%R1$1<"]+3B;U&#TWC@U$W5!@92 MN!4)$,J#2MF BU#/]K3?

G$+0*=@#!GW0@F::Q(MS:9HMCIAG]RF\OJ1WUS4 M=CG5+6^M*[9I*(6OJ+QG*%N^&CE@8;LK<.0=TKSW)I3YMYALN,9M-D\979L\

M9"F<)"AR\A@#[!F:YZ^&;9)/!F.2G_YX#)-%\G@.AS#,0&$X!:RB#-D?@CYU M)/;ABNN,CACEX8+3KQIE?-2D_Q)%#W-J6()W]UN@?=&G<-

ZD%]3&FX1^8X6! MU$Y@F5HK>UFR4\BA,50[^%1Q*O*=+09PEN1 :FI^<_1R%+V6M/8;X_!PDN@6 M4]I0=LV0S44N2UX?E>_ QMC;H^?

U8(Z>9T\X&NAZGUUMA@WJOD=%:H]^6W0^ M[N9MF7AG,*_K*7L*)W;W*FF>VH_F9N5\3JXB7)LP<8AW\.[^9. .9:S" M1L-

6IZ01%"NW)&IX, ^P!0TBPBW_]_T,*R] DBJ>+$H%'_ M^RT?ZJT7HVNG5B-N!T>E@IWN%OADI!>+Y:N8*:Z*\(+Y[6T"-*1UV7:1K[*

M,TNUFVG]WR|CLSS@?]$1!FDW(',#7AM-AA",)P7V@-Y G+B PMERCF_I?S^5 M[X_D;-7)L^T8P5Q:E,_O ZIMRZ# BW@W1P:?YI^HZ* M-@*

1^BK!S@LDD@[V.3ZS;&\X(} %]"&1,88@*@2#F%Y3):- SE.Q%(D;_H M+.[AG3+;?5KEDRRU8 VE[[PY+7BH". ^Z(OS\ZU:$ORDS\G8X9N3I\?.7.!$M

M0&,$?'GQ44>8TZD3HG9WGYDB:1,XS#@%.C=8F_@9VQ=L2E*<+B:9=0 4J3XX M((K')NQ\?W<,J@&@QB&-S>3 <^KH M=%$3IX@%Z+LS?

K9&;&35ME=7]X! MAPCQE(D&(*!BA!BL5\=)U2)&(U($_$B?9P,&M3*_"3C\P(SET7%?FWN44P2^\ M#T9X2> GH:9M:+Q9Y?4,>DQ,: #3.K

C,T0F\.'V&8"_.P78>]75&K"K=L M2QB*E#-M_?\M.J2>UV]9"[,[CT?A*WDGUA,Q)Z/OC2 D7NFJ)?<6T:["9X6K

M;_0>6#QL3)L_/+HY?,>=VX++P"14<_:"]FK\ NC7;&MV0]*2AQVL%BHJ/<$ M+/V6.]P:LV#1+5;,HVAUDS5

2V25;YF%P)7!%UE24.WF<87OX4[5H&F8O;6$VW!=<"V*9?C!H*8/AP!=(V8OP-R@!)$C0_;/Y*-MC>NW7UK>\E]Q@$-!PCT(?C M)\]A*E0'ASF9L^4*SP-

7D+(4DQ!1*Q*(H*7CKH5$B%G84@:MX5%MCU'$:6!3 M/)+$",5V-VK#.R-7$6/:,J2ZAKRP;XDC5><2T^6;B9\]N0:-PIV>E0^PC4_+P\S$] M 7?

GU=MA3Q%0#>URB@ZTVEM!\Z1)WC\<+E:B[HLYW_$W\@SN/.%/@T]&8YPA.0VYFF"_;9N0^6%M?(OV M=P

]/K$DQ9SC[.&8M%,DR!%8P@)7]E4NACG-0W&3=*OY8&=HMXZ Y:AH5%FT MV47 !T9;:!';UF@(X/>BHQH$LGQ4?Y:UGQWX$;Z!=$_8?

=#8!41N50NO^NDM M<&-#D 0)8-QHE$55X:ZK(4V%N-=_?!GU<12=!*EKGS_%)5QF'-<@F^/3ZOIY1&S/8"C<>"RUU5S*0N;!.YIG-@[@MDOCH M!TM-

WY%Y:"E+];+B[&.\FY(*4H",UYW@DD IP*N=,N%/"* &R@ZGI:;E\L!Q&W5DPKVTLIS\#N^8-IKNM MQK6&^O.(BF0A.-LT14XIQW\L$MB20-1-=+-8-

"V0=(_SI-Q8QS0?))&T2N!G M.2B:6L;NXYK[2^=1(6QF!P22&715Z9+?Q@-*2J-C8JN>-W?

POZ"U0HU)%K(6=H8>>^J2>H6J.\6M6L(W"T\@$\G0(IKU0//JAT, M:J Q4RN@?FI@%(V M\)(K$BGZZPWBM?AWC.!"#%>RJDN0JJ Z;.;3'><+(K"&FDA#-

@!GTBD+]$$[M6<]35,73-=Y?52Z&:?0T@RC7ZW:;F&B-QS9*>><&;TN]!T/I<7]YZ+O@UQ[K!'P+[ZR0/QT>V9(P?X-4@GQSD+Y;$./-<5V=T\1G?

J:]63@^C0#OEY>;0C;HCP,DRT M;9.Y..:/3!]VDZEPLE@C=T'=<968O2P@34'>&<;:]E2%K8 NKAG['O1?M=ESE M(1&GL@'ZH)Z-\X.N&9)[-

P4,G1>AZ3K47+;IQ^4F'LX9 ->2R2VKMA6*QRKH MF[$*PSX,*IL]^,N$T(C0=WWS3X-^@@P988ZRUS_M;PQ)_/0W)6Y(3CM*1(*1XV@ZDR5)[?

&Q^QT">X+)'Z ,)_2 GWC\X[$GC>#Z M&[%-TN:;XB#1TIUF@W.MP7,H[5HZ-Q-'=8;-85['IJ-!/U3U!EO5>_EU]W]# MJ>$A3\H$<\,V\XFE\OP$>?AAS3=:)

(Z281<+E(;&$.H%F+%I87YOT[3]LXCE M-9G\(6[:)FXZ.AFUOK&-KXG<$.+F-)^8(@(EC:.CUZ,6F#Q_SACV##NDZZ6Y M<(YY?

DV9$.@828V2$]W4'<@K+,P]'IV.MCP+[9IA13]ORJ2A^FEFK ,/&:N6 M*#4G> 'JD"W<%%^X#02$TZ%IJ. -/JBW8% N%5:? M88+@V6G06*L"GQB9K7WH

V5M$VJ0HY*)^4-*!:Q%F2I!WL&K*!AYV]SCOE4]K M"SRCD?RU!C@88SB2FAESS:FFBI#PMFZ3U 'AX=2R>=>)!WT??]"JU_NMHCA

M>Q7DIMMLLG,SM3OA\%E-S0^?K&:8LZ]FM:5G&>XO>FY:+#A6#]L5O[RGL7B]\V!\P,'F(BZ&]WVQGOKCC$=JG.-V]"\K!*4[FI1XN8:%

M:=@#,_D/O2VM'%1^A@5-*"(#O&@WFE>3^?(MN<# ,8"8..A8:*LLZ/G(#UGR5/B#":6BO\-7U?AP@K@2[BS9N'*#@VPZ_5L>B M3]S"@4 -DEV+SLIER:

(;"0"#V^,WM+7R9$%W<@Y-I-"'!1NVV96.'_]:7>D'-M^/!@X<.O'CLMWRPIT%>F1@@X,UIM3!M_1BM]!C5--W%YC^6_:!T%RPB4]P7M M7&Y9T6[%KH-

(?4%&)U.^@M10$CNRCP5"&=:KB>K'HCF44X=Q--DF4S!%)N! M]\F>2^N/199"5SYY+^)ID*I?VZSL2UO++GO8.EK!_9X6H?E %H^E"7MNL*.$ MDB)

H$5*G0_^@=EZEF-[.<%I6^')*+8VA<,M($97&TNG*O'RP8AZ+H1'O4B- M7F9FRLSZH^X9\D0;7&*0BH!XZ$%.:=IZ;;?$=OG&7!S20-O4 T7%[Q$3:W'/

MQ*.KDWG.!E,E1/7[=U1!)&6G%4'5_=4 ,FK3TW8]D1A,*.:#&>_I__E2OTO3')^?_CA\]?S%]R___^2/?ZOZO;IU\]7+\

MRVB@Z_QJ7=WE=\E\E^L<.@.P4>$N*Q*,("S(V_R[RH!X6HH#5*6Y3ZK*?!(\ M%&EAMQ'K>]5QD1>$$M?-$7Y42W0N=,)GYHN([T1Y0A+]>6

MV'_/CZ[-S>'TO4NIF7T,(AXDY_O0W5R"7A9>K,:WFG&8!.0CTA',C_#0QOC(M"0=2T;'<-E8B)Z_AX8B3AUAO@O@.WM5-

4J5S3FE06(F:.QP[R83VQW6'QSX2KQ&E5Q"VHBJ14+ZH22J1 MF!_*]4KYS%"Q6R9YZ]\0%4^W?*,NO0=0B01Q@2$)O,QY]HB-"E)?'*E\2Y"Z

M750)S"V_.S? P KB(="+"782MMYQOE> MA73NK1<+C^,7B?)86AL/SFRQG&.-A%2%8P;O2%E0^\I64V>DCEF[%DO)XVZ MA9?EQG& /S2?V^_H*PB]

<)@&M[2"6;Z8@(Z@#>2PTY!*/$ GS#PM[\305R#N MLM>'+R@WR#S:/)EZEY.L ">L&H_4YJ*Z#E9B%_B"$.Z';?0KA7@TUA#LS2_V& M?

KWC*.XZ(!3NC;HP!L@)[3*HCEYBB[N:V &9@ :.%72TC1"!"N MUA,$^\?ZH%(E6E 8'2D7*_8*WO2BYHB:AERZ5(:2*\87&-JV8';"<$5E73\Z.=*(DB-

'N88=GD*D X^UN?!RU5*>VW+W/G^[3[OU^ MJ+OW"DB5B7/W8==)F W\!;?97(@#%35AOWCBH6.[GYG3&I;DNF$^!M5=PG7OD

MP(+']"W41_\YI@L[$K"&3B<+=^.MS739N[,RKAH %4NDV9^;RJ48[KYNOXS. MAO]=/K_)-R$&81MHTN:B]+4&GGN;4+IMEL]G0GH1%M;)"H8S

V,XE+T'6_;^?DJ9 ML)02%B8_9YWT@=B0^5/$/V[@]J QP3399&;MQ"2G5&< !:S1.BO/1Y\6+Y\]7&*L"_LZ\AFL-Y4B(;Y:(0_N^]Y<-5]#'3".X>]*E/^

M6&F"N*6TP=G&6BCK8H%**>D!WK 5S3D57[,[ZW*]>ISB.Z?WF'W*JBG($=L* M8B7VMT;[&T='GT9$/\P;LW9&PI[&5*2"[9NFXE*K**/,/ D[>&S/

MXBJS:H4L*DH(I&DNR'9Z18H_$CI]4Z2_=1@V[T-V.",>=Y_9E*_&?JX;[". M7 '0 ;,@KRCON/7UV'=()Z"U2#1(ZY&PI3B1-<_ MCZ,+\W^7T?

G%R;OHS<7!!_C;%?[QY-WOT>GYR=DO<71Z\>[Z\N+7\>75[!'% M9?3F[.K]A^MQ].'=F_%E')U79V<7I]=O+O">X]_>6\N.'X3F2^-7_\N'X1_Q]%O/X_Q8]]/

MKLPGSM[1:,W7HZ.3Z^C\Y#>XI_GU^'\^G%W_/HK-H"YQ'/" - [S?Q>7YE)7 M/Y^OQ]%\+#OS.7@!G W<\VKZ\L/=(.3T].+RS+#

MN1G\R8>K,0[EY/U[E9#2>."R'T@UF96#I?K=@#1<>YK# 2 M-A_Y)2G,\;TRP?(1#)3/81*+G"=3XR[IE1Z\UWH))/A^/@$>)PWOL34>VH QJ

MDX#'R/C>%O&^HII-+!649"J8#11LRPB/:(:(N=ZQ?A)O\JZ94XCEEP,-##=_M%+E%AU =10,T1!(S/I13AEM.^6%/RRDZG_OY)DKS>2%F&45E*4HE]

:O=:)O M;]MW-LJ_S9)*(--2@XF=79L#GIRN(YU*1ZM>DD=,U%I30L8%+8/$A>V/[CT3 M"]I.]5]V(%L\CFZ,-_$"4(V YB):!9R:\IOY"M1F[?

WI4X&9W/,^X>>1]M7 M3D^,ZEK&5(G%#&V6=XFV1@0.K%"\&M, -BFW/>0>KWX/>3I.O$+5]Y*>M-8I MZ[&S.DGM0WO4(:AZ5?'UUL[

JAKYGG@ZPQ/[HA2+>SE;F@X43ZB[2C\YB3H@ M2(,O8+$AYN>TC.HR9LZ$_T@GCB2TX)N-(H4L1KC9/'G@+I>[##HLK)&"/I8O

M]PYXFY$7\AC1UW]#U#*Q_9/89+V%#Z5F0",,IH?&CI?"S$+.B>[U0BZ&G<;0 ME*5D:EKG1MM$LJ]ILM<&V(&,RX-

:IEK6G5H9K&]":"N7*V&%8K&7X3$RLV!\ M^)%AIHHT2?6.DS[=IRVJS]@\IXR43D^.?TY>G]R>?T[YONN M+R3M=W9Y.?[UXO3D]?

GO$<[954P9QG'T]L/Y^?C],AK_^QJRC._'E[^<75]3 M.HZ37]_/,=D58ZKK\NRGGZ^CL^OHEQ-SEY-?QYA]HZF'[^"+@%2?^>SY^"'?S MR_>7%Z?

C\1O(U[TYNQR?7I__3HE%^]-C\]"Q2KAY65!)D&I,@1[Y><\+E_?L MSG".P(%HS"Z(XIV.+Z_/WIZ-KRAO^.["C/W]Y?C*C,@\P:]C,]Z?>'0GU^;R

M[\;_^UE#ON+)E?OB^$ULW@?!<$5SA9_\[>S*7 WO3=:!4A;4 M^4Y.__7NXK?S\9N?Y.',PN0WW!P>758;+(?7X_$[>+D?3LWDXKVNQ_"VFQEM

M3!'_<@$OGJ?:C)6IKG^+Q^N/YBU0T.B!#?/-"5AK^@YS?6NQET(UV\P-1Z?& 8@\I%YN^6AV=+T-:(H+VL!%<=V&-J[GG+]?. .

M#IUU\,D%Q("$?BCF@%.KJ-$:G)(.9H#6RBNVRU1KR3-CXG,"#(H?,P@KC"\C MG 86+8-=Z$L3S"#B,)"

(_/R=\6]IO=L:SH>X,L\AF1":8#*!A!>NM.EK&#%4# MFA,=45H .HJ\CJT.:T@)-LQI'XXF#V%SLKH)B!HI+ V(OUL^5#84>MW(^SI3 MD)-'B+R?

(>Q^DLW+ ^U$ ^I;3#UEMF]NPM^?\D[8J2L_^9J@RRIW77:A0JC%!?&"DC][U-SKPJ*SJ ,)4&=Q M9#-?Q&.19O/D(4M'#!O+Y4&-\6[,S$PZ-)

<&QK9:Q)C9693!'%1:+K6<&ZI-LI_#W6JP=:I?MS3.I5;C(O M+\KOWSLPN*^Z!#4,32IMV8MYJ2AM:D*I,TPC@HM83P+(" M=^7\S@4W_&OC[LR$*-XBZ+,?

O:=5_'>%YK<)VPNM*XED;](#Y,2.II@+4UOS M(59;$N;G!L1/& YDWMYMOO2WK?55,Y MN4E5V_$]M!2-Y0NXE]4#Y#M0_+5]==/@L8Z]5^=-?

+YRABZIS<%!F4SL0?)8 M\3]>.# [PST8!:H)'!7G+|%?P>O*FGF9:N(VDB:LK0N-S 5VI)^X(0^^5> MA=@OAQIBGSH8.Y\$-LU"]+TQY+*KLLBGT?A3-

ET/H'JP)Y7E70)YVBO+ONRO M/;_QM=.:K;H>3#C-CBN=Q9ES^83DT"Q^]S?]5Q- 2.]AQI^K(V->E-+"=P\%GCMH<%A=6$,A_KJR3\;O:,/_(!?-7(*

+&=&862QMX{#24 M8HWD!M^(Y0D% D|>2$L_\A8/L8U7$WR>LK>P|^ .PZY,GIBP?CX'GU >?A#U M20O]+

[2_<677;X1U[N^RLR'RN4#4$4D^=S\W?7U@O78Z<^H;3W-U]7 MT.I/4<=]6:6U++Q,O+186D7X#]A!E+;]%I\S_(,\F_T]'FQX)_,H_QC!I%<*

*M62%_32^\E8;#^.?QN.VZ>Y*2KYMI1B'E<>=4Y\&[&?@GV'"*:!!R@"=@+E:U M2)#Z0-5@U&5VLN(Z7*1))FF]9H+U+W];'G{4)M% M-7>+>N4*27##-*

*,.UF.$ML^H["D-I0F6&ZX?:&.M8FAZQA9F\R$/O]S.J.9*B MXUJEX':O_KY1K+RU6Y&QKVA424-G 6@9YF1'(!\=; G_6\P'NC:C7.(A*

MKYC=N1NP($#U,+;]X<(MD.4R2XB C6V#IRRDGL6Y1%R?XO>"20HJ-F)PV"?Y&U8(NMZ+$I46S]M9.9^;

*M>:&NVW|W_CCZK6U1L5J]I8LI4RZS1+4SO/IQ\BP^2\-J5%DA.#O6(&<"B.W^] M9TR/CU'\U'8Z*N6:O/M,(AAB19S-(51Y.D^%BMEZOI@V+=0H_;/*R*

M]F11\CQT:S%;D$IC-H"Y7LI)[>?.+L/$8-@1ET=+U*W18!?&AB1$,Z&: "7 M5C,<0.V*)>YZ2;2Z'?9H&V7<_#A*Z&POE[38N&B(17;*

J%60BUWF7WLJN#I M# E->*I? <4IVB^!W1-$5AQC3AGW+T5S *3![#4$/1Q6:"4M@V;D/W_I*%P>.D41!YKRP+TB@B M-*

*&)UPQD)*T)4B=!826DS0O1N'Z1^U55!\2FC6OBX 5+5,[QUGW/HNS,T*C[M=V9]7#(9):@F=.@@S..VGLH[^!(H7U3;K*

*M7U")_V&O*O&OAEJ)_W!U$KT_N;X\N[B.3J9TT+[&LAMBB2_NC2<)]H=%]]) M(9" (E\73RU% $6L*BY^7F6,4F(09)BK9%7EY4KF2A=PVJ8MNK0DO-:*

];'5P MG@%9D#M>|&3LWYFT.R<0^5]!A8C!-7C0^F,QB,>;9MGB:%,G=<>04\Y 7*; MF*(T.N6M^O/2+2%;#8X\0*>)<^1S52O-@,(X%N9\3E/ '4;"*

]&.>R[N)Y3'D]-!1QDD2V)>>E!\2X5&*VV M4,ZJ_CXN&2'#^2%=/=AT]?,]35<_F,",^=7()95R)1!N?[(*^*J16[P M]9QC)47,KMW +*

[$(G^UGO7JZ5W[6]T/ULRXSX&G-B $T*V@A_+2&A"0(41RP MC?N);3RC#$!V1YE\UKB'7XT1XAV=6:@^)XGLFL!./W/F0(\XA%NL >TAYM:|

M7I9,^DPDLA1^=W#0"_;? ^]C0X0F5W>"#>W,_OT(PUC;J.6F-EC//BTA8:/< M%(7>JK0F!JB@)FIJFVG !?W[;- @5!)GXB7 [XN:J!P6[C,IVN.L!/,+:.0 M":-

*PF&9#W@?\D:.;J9.,8@SHUSI7Y&5K$72,#9^W4W\K[0C5_N]=*(4NR!EK. M%4 ?Y@_$(HP&(CU %?\PJ.('K-_PZK L:\;-O;F!#N"5)XQ 16%J[H>W"\+H M&(>9_UPHK_1(DZV6V*I*WTBS1>'*5=J1A5"/PAR@EL:,FFV+0S$W>6+7*> M&8M08=QX2GI&^ 6SIW.V2OA=N_?*

2Z&A=S'"%&8]^_]>OX'5MBFL@IW8'F=?- MJ7,F<("V&.AO+LU1__S_PZ,4+ZNN^J'&F@C+B"!K#[_S6EN+VDQL/4NFV$S,*

MX;$+/S&'U>>F"33C\;=6RZE.#>W]|#% M"3KZ,>-"L0V7(N|DU_QW6\)PT=;)ER M%Y1=?L7|*

*(0I1#0EWXX(UK,MH7F+&F]P+_33D!G7<\SAZ5XK3HTI0*1W)=;# M6;ZFR^SI_F,_U9Y],OZ-*-[JQ8^U>>1?;IG78,K49';.^+'EJ$_NRCP5J8ZT*

M7$]6@$Z7W4,JOOHI Y&0A)0B. I6_WU?7=["Q:26FQ",#ZT2402 MRWOWW?V>4S2&8C==630'\$XT?YA]_77OK'F$UKYX;<8R)E52!^3K%,'# (Z= M[?

TD6K+<5'&4DDVI9B3-X3X](L;\VVWK6C-P)>$,E>>QA):?U_>URV+ ^EH^; M['0LEQ^SB68YTT5Q40@Y75

*NY!L52X+1Q+G(,>,BY.Z*FEQDLO*\D5@:0J7"$!U)Y+Y8G9O;&-B9%O;!G#/_M9,5>^.#76Y &QV$ V MJF_CO&%-#L]5=0Y/O]/=HY'HE?*

*J/L6L2P:.;8AL:R#=YOP2] %8F'1/3"R4/ MR-.+9FQ_;((9.AY?$"8-XT2#B&:YPMA'M<33UA3<*EMPZ]>TX,80QT!?GIUR*

M];/"BM,>W/2G(J$KX7^UH)>TEP6I7FX]-^RJUDBPNE@X#X1MV0VOW>8IO @X M&SY"'^-"1++;5GF7.,Kj5VX0F?_.

(.EG9iA,.G7'.O/[OS7(QT:"@[:H^9ZK &G92Q@ M4:K+J5]-(TNWH(I8NN\AU-] M65:L]2%6PC?,2SS!BS58]3)E`+#N \U?*

*JRR\Z*4*DU\>2J5_^U]M$V/6M% M@$N-ZT1 VKA!VJ<%'<2&5]![;8K?0N:.%V#/G?%C0"*O/@,'QJXD,5;!NB5X- M[H+.*

[8LA&+!';\O+@=W\3U066I@>?.:=Y]KOK]]!^,ZV=G!0F1WL'7?V#F A MH+8P64HO,M>2T<@12$?BC2%%-9TZ6L+=3CQIM=VTD\ILVFZ7CUT

*)E7T,E7^ M*3"P'&P_LTD47"N7/PD-N"56>Y.E;KR.=0=?Q(.T]W6L3Z/K 0*;X3#N/3_(M91(IZ^Y4DU%SLY[G6C"I>;=Q"#A#N9\(,.*

<HLRRAN_@$!V4C%9QN3AO:91 MN!1!YAIV/2>6*M],Z0A;$CA MU_$-(F O<615FCLH&E[H09SM)@+^@=[C"<5NS>RGA4M2E?E'!B 7J%

[';D>43!(#;KW)4M/H.6+/ M]M^THRRRE\|G,W- M5IF,|$IG6O0M8R#X$.B(]V,!PZD+ 1<%O AU3%Z4K&M'ODH;X. -21BGS$);W M!89'C-?*

B5#]YB7*B:XZ8<:W5(H4)Q*TTD7GG.%8 MP%%>ZJIKT:'C,Y2_2Q9%2@CLH*7F, MBO>X GZ:07[#E53/J!1KM=?1.2*

*56.*VSSJ:V#.LM@#3%0#&BIS:8HJXQ&1; MY]0/3C9%N))/0W3FH&JQ)(S-80PPH&0XS&!0^?<%[> C0(UZHY'3';.*

M$V@5_@RVY6*A'A=T$@+O27^,.GN)|SZ)%ZQ?X6HME^Z97D,C+ ^ 4\G)Z38&5 M3?A=]7CJ4^>BXUVHW8$RD94&5VH:']*$E?

*$1.X<']RXO,+Q6GJK4&$HS9'O'KV8,1BH_SWVO373%#E9 H,3Z#J$?S[#@I^W*7%#=@LQK M"1=(M857W@H;)RLAJL3#Y_"*

!1;ZK#1W>:N/'5,!,U##"]&'KUF\1F+5<@=! M9%>SU"/TD@DBJ>;]JD5B77]O6YX+HLM*$D\3S$41Z$0@"4QOPU!<@I?\DV*

*MH3GB!\X.ZP*Q(3!ABX((H>RW\<2/7KTO4A?2Z)/PZL !F(_MV".T!6J66@[@2U:'-:CK>\T_FA,D6/""S;"[%Z1(/'/==83K8#+F2$C<_M5A!B[UKQ.]*

(K"B!VRXR+ZC+4>8"3Q>[@O5Z,K'YG$/<+H#]IBHE|\O&\|<3X M?MSXP0)_%4$N)TE7LLU<,@@E0QO!NE$-0QF<4BR'B(R?^B>W!&-*LILA??*

*M4&B>D%#8JU5"H5?5A,(O83C_$DZGVTX6V$DP(57CU#-@)2]GXU@YE/#TD \D M.VG/)^(K 6A1:H\AHBJY4I]9#5,<\8-E8VTV4P=-23*A'H/&*

#L(P1^[4($ M?O6%FWC&8-M,'9P?Q(>_:HRC?%T56C)ZM^KYF)V1VAW>UL=E)%^H]O@:W0+!4)=T,@TTN'ZCP-

*M!!;5%TTP8SZ0N,;?R,XRS">>*6U[N[.V=--LY,,V4O B8#Y2=]XC^P,EELDU56L? M39U"E@U_IIL$="'*(@6TLE**,ZUQ % G^ &O-9KM MWE&*

[-6BW[MJMT:AM!N%O;V,D 3J3UN?!^"GI@X-;I0]V]YH^&#&R=F'T<7 M^S5 *-$&^;:.\](.S\O7MH&HH<0DX]-0M#EI)B1^]$8T*>@1@?E6$*

*M%4F]\@4ZU(DA2N@V?3WY =!9"'^+/DS2RM+M&O]?:.W/!G<^!<3D- T7]9A5+*L+,F@8S)B7 M7K3_7]N_BU;2-*S="85_MJD43UBJWD^'! RV;M+>>S>*

*7 M0'""K,.?E43!A'.MCZ^DIIA<2TQS/O MNJ++V/[AU_!V3EVF(69 %CR]?[C6S$/<(_ PX%T:@*9^ZL0R>N"'*9T4P,M5<5N2 MMGV\[_'^SD'W0?>-9G?Q]*

YULYI O!}3/,0'R_VZT-+K-RDN]-[MGO,XQAX M'W6_O9V]HT?>#.8)/ ;? HND/@E3/&14]FC#!N)-#G9V]YZT6SLW.;(5 M9OC&D@/9[M L(O-

*_D!#YTQ)UIKEG.GT? O=:P39TKE3ET3*40.91LEOLP75[N<+H@]5J7 M;=T1WKINZWUTMY&BAM.V^/R7T)1E6FG=W?#+[BHY"I@X+(L/ -[STT]>F]Y[*

M"AA'Y=7=796TG14,4"CGPKGZ!LR5T.$HU+4Z$KCY!P9.@?P(#'VX^!&L](H M%!"EL+8(K E8%U&1+-Y+-]B19-8E05+!T?K1#-A/(UIVIM@)(Q2 5]^-*

*BDUY M7^!$J=A59M:*@1+D>TH5]3,,L7Q!$Y9A0FVI&%'_Q 6:;QWP:[83 (+!E>= M#[];[+&;8E%EBT6'-2T6]9/B.S[7U3*AD]>D*K>0]BQ] LZ*!=Y5-%F.*

*(P#E M*1IJHAQ9UH^FN)<,8[6=+:4K-7EL"= 62&1RIQ_$X&XE]@# *FKH8@[(0LQ> M^*.A\4"-JY;1@+@LZ%_;3_0.7JW2OYM=:8R1TI:TR_^(U@_D/?[*

M /!SS'%KCI:\^E5]^P/:1X>OQ[.^;P4:]7*EG;"EEZ&XG;Z)WW>?3QW=G% MA??YYL/,9[^=Nl.@?#:1-6(<(Y81L4(Y(SRP)C):&)3&>GYA2@1[0JJ0Q.Y*

*M #/M531&]A?+#))'>!\&"4."!9?*OF$!U#?@/.0'PD?A3XV8MKIDJ@NU.,L M)G)G_KB#'_VTF.0_ZQ]T>H?[I1]W.*

[W2SU9>5@461\]^UZ^,IL'@ZG77ZZ&$R/7T5X|S7]V=?X4OVR(`MH5EVSVF[;87Z[4[]8>&!'[I][=/\^=O!AS/?&[T;?B,J@,TTD)]E$LMH5VNK

*M,F:NMX\;|\CMV\I7GRIS^:|^5.:^|Q:C(CO)< ADW^K@>R_:!E]E/;^(YZ_5 M=R&?%4T\6*HW+VGEWZEH;_7:/^2-M[\K+VGM$:=BT\4O7^*?T)-*

X6@#S;)%0 MXR(U+M/YB)YGRX]XB4%AL^V<9+J9BX:)ZEQDAHGZ;F=I&^>$2W0)7ZCW/%F MAJ(@=PPINN$T7DZNIM YPM@8 S-94Y12?F$ES.?-*

V=;/1Q=#0)X]XOOO>L,MN_^%C<<#35YK?SE @=1WJ]+Z%X[7;4F M^'8+YQO>OF5%2N=,-*-ZYTXTHWKO3W=*4;#[CQ@.OF :,*^,,/YUQO.?W;*

M.+$_CCEOG-C&B6VMJ M[C0]#;S]$5ISI9<34AUUCKOVE'S\ZI-K\LFOL+2|> GYT,_N. 0>ALZQ[T<F*;RA M[\ W]!M@FK$;I.U^VNOM^OO=

*{N^NDTC7H5+]#F<3E/O7)FY& MYC9@]0LR. MCD#"&BDK7;%?H_\M;T3 WBXFC8 U O.I*_3/>#I1%_$N@O%-BG+F?;H8-%+V M("DIV&^D;+4:BY-*

*K$+)%,)N&]XV]?*R@]0^>X)5);K%\B>HEBD41U<,31A_C M13#=7$R?OLCU$N3B3>B3$,/_.D6R_$CLA(?DP*H)N;9ICONGRWARK_YQL[B=*

*M_N/_4$L#!!0 (-/B" 5D9[3 "6P@ +U:77,..19]WU^A);6)7068!HQM<6%S%8#)#5=,.$+MF]FE+=*MI ME46K1U*#F5^_1U+S88,G>#:)}$&?\8-*

/H2KJZ]^C<([G/$S,1%^<)H]'%/\[_M6:F02QGF$Y8:$BIM(KGDZ)K]$3-^12J6PZLELKO@X,:1>JS?)+U+=\2GU M[88;P2X6XYP?^>?

*S(S?)^4A&\XOSB$\)C]Z6.*W1H!&/PM.SL[9M-CI22MD M<8M%|;A)3\]|._PU*Z ISWT>;N6!O2Q.>5A)FYV\WCS/3F?'().V@5OM7R=E=*

MG,U.A@H_3MEM/R7==-(=22-5^57,_'=M2B>F$BWG[M35=Q*MZ4-4UU13/%8]^L^>\,GL I]SCS7IZ@M^ I6W@=-!IPM7^?\!$WI!%4 M@X=^;O4 /R?

60!,<1'BBY?K>GB[GYJ4\^]GNWP\'-H/^1]'_M_=2]^K%/ MNKT;.$V"LT9S3SWO?B3=R^L/_W+!SG 8EQ>&K4ZV5//$5<7]N[PA^X5@G[] MZ_O^?

Q81K|=]0V__VA3?+KM;UJ^/3SK.<7]B=T2@"2U<$BTV[T8(S+GT\C9"Z=B4XS;X4L6U?:%!=N+H^_MVXB&=V,E\S2]%-/'[J?S)9WI/(C-6;5U8F,Q(

*F=,J+8E+,9BIQ)N"8_YU0! MZ&).ABR3RA"9DG=234A0J_Q.9$QZ0N91+*A"X@9I6$7"SC83]F12=B+NYZ?R*

M+PEKZ:^[SG^@6ID%CF"16,DS]5;^01'DFF22H@=S$\Y2F@Z)WE] M5,ZP(.@?IX20>4HF>+)^DIB&^$H1.4'E-M+;;1BD+&1;4S6W)A-ZQS#OVI@:*

MWT5P!E,)Z,PAS4(N8)L@AG(0<.3B"DR2WB8$)W;7ZO^,Z98,8A=P(1K-7UE MI=J,FP0+U!D+G8-VW RNR0C+G*);1$;S]3!\US!N?+,P9B3F*8!B,;*

<"1AD8 MACF:U5H[3V,0&34FT\Z?D.JQ+.] +IBHVY-HIB(F]_]'[#R_(:8/7" MF0UOOVO,-O<=LSB2X3FP/:S8!1UN>ML\1UZ&0.D<_R]Y"@^U3,F01?*

*A:DP.@*V* JH=/_SY, M;#IFI MB'.8"%NXD:\CW2+2^[#Q1_&"B M&!/9=3]>#["P\F2[*MR*UI/Z_J(5Y[P]A>MQ]<1%Z9)IG',0.U=D/PV1LJW_ M(/8 \&*>]?*

*Y6S%!'>J*VKY" M3KG@=MO(P/H_.1YA&GBML%<*] 7$5)[4BYMJK [5/M)(3C6ZD9*

M'#+@=]LI@S[F80X!C#!93DG5NH"/;Q669=8^#1BUA!,COXL>@9S[S6J1]\6 MJGLQ0*1@##H:&&9 MW4'6!(<##V;L-)Z!V5|*G,-*

]A7.KVFC:/6G5.2.R6RN61Q#B_(ILJ2W:$I(MCATXV3]N%Y@,M^@(/M5>QHYD;IZ>>Y>J09?6S&KT^--',S):J'^W%9F/ ?QQ ML+,3O #H1?*

*L*O263^MQN8L1>9Q12S[6L0_#U]J-Z<-+1S^%/6_-E&.,*(F&M MP&X9=2*UP??V;A9CZ1*

#_>;OK\C!$UUB0!K,JLBZ9:"UW&^HC^+U&ZRV!_20,X"C*/W+T]6,T3M;R[T2=-7<;5AWS;NXR'H6Y(J#D+_4V$-M-$)'S9;,N 6>A>:%,9*

*&:5KV4D)#1^A\,L$Y[G?FEE'4HJV7?2|))NS]@:L+ M-1 KT$@9Z6>.]@ @=SM?(*WLBRE/IU),F:VH*1T7_V10!5.R22;DG*%UEDC/ MC?0!CH&*

[+7+CS3.J.:/5)-!1K;#40!!R-W+UNVU\X3-G&:Q;+'$ACY*1=6W6A M(RU%;C:!?.+-#/\[42MTCEEEA"UT5Z$Q5M>F8D:GNO2%W@;9=FILW/%TN5%*

*M,ZU%F]"99NW%AP[*5R;HO,U3AQ77J8--,H9O17BL:U-;![&^BO^LNZWFFPNO M3QO5YLFI==S 6Q,M)B[65'5K.C+19EN]A0I\\F1SK1H\V?:'PP;5H%*

[_L,& MK6JST?SLPS:"J.UGQ".7(!ID)%&G=Te'Ti:E1>@2%=HT$#@=:+\;ZZ:3V[M\:- MM1WEN_?=8:],\E>|%:L\([S[L+H-AG>KBN2IG M.ZU&NODXAP@-

RNYEMP>K_%X!L3UDKU\U<9ISOQ^]Z/)GH/&7[,R"Y(W,VK E M[@J=V)AU[C\%WW#8]S^XO82SF/3O69A;/42N_4GV[R@_-\ING#8WF"/<(>X'

M'_QU.S3L1O /-Z_.Y-379WLM8#\T9%_&,Y%JD M(_(SX_J>5"]%55=F,R5&L2'U6KU)?1;J7DRH;S?")/Q\L[9@7\^.W"3G TE

MFYV?,3$A@KTOB6%KV&!!='ARR*/FR?#DI,5;|;!YR&CKJ'7S:!_V>]V!OWK*_+Q[N;VKG,U((-K"|JT$$3VZ3ZYO2'#(

M\$#)]>6.!C/XL4=N>]V|F_Z@W[LEO5^Z/W:N_MLCG>X 3I/@I-'<4<\[MZ1S M+J2 M\,BT&T=PQBV?2!F6KET)6MF7(K;-

@0;5N:NK#]2,D]9I9@^Y.:D>`=M<|$E,)YPH/A%)BC)G8']3SE5`HR(S<\D\H0F9)+|<8D]%5^ M(C/BW43F+$JHXF723\,J%NQD?

*<&>792MB/OE2_FWI+5T7M_U-?Z!:JPLUG \M(_>IG":"S$CB4I&44"CWMZWUZ[GZ"H.H0!,6*8<(L$P@'K82)T;'M8LS$XVO*T?69" MAXG4.?*

I9JE8R\5#+-E PYP]>:[%9C .J'CZ]AS"FZ8B3#HCQ)D]@X4XBAWO< M>^&.(O:)/PHK>U,/<3L^L>RY@GR/1.O+UA-%CR:,)&-\^E^@(65)YOUX$;T*

*M'M=W%ZTXY^TH7 ^KQRY+%USCG(.U!B^;)D(YFYR M=#[4@@FJA U > 7B*DIJ1\JU505NGVHG(1S?2LWAD &_VTX9]+$(?*

*ENHWIK,UL"]/0UNC7'LBXE@ M%KI4RY1:OJ<:L++>RU^*9*C;'%M NZ% DPLRL=-@TK=UI#H8.87Z3/#)=D-F@>EPBX[@4^UE M[%#FYOFYMZD:=&'-*

K4://GTT(\,Y^G=;D?IVU7H+9C4K^TZ M1NQU02'U7,LJ!-^^:=6#XU/]$OZT-5^&8;XL$E8[(91QU(;?& O9C&6#C'0*

M;_[^BNP[TR4"I,%L3ZP+QW%"X^ZFPUZ"I/G"KWWO54SU0HU83G1;@#-7+%P^ M"B?D43<\Z2X]GAB7_[+*?H3L']=1[_#5WCTQ;+*

{'RDO.LQ2\BO,E_5FD MOD#1K"EE^$6ADXU4>B$?W!<8;#P6QG"^L:@,):2);6$"/KGN>]@!X'|M:P1^ M6YT^WI;\MUS

9;=%\S1TUR'[_YSJOA)K=Q(H/RA1 ;C98[4]H(>" QO%Z5^< MKJ:XW[D+HZA%&R_[71-,V/D#5P=J(%@D3*6GSO: X#<[7R! MM+(OIB*=R&3";45-*

Z:CX)X,JF)\/LT3..%/JGL?3<2!_A&+C;(#?>O:"%5]!% M0Q'C40-)P-'(W>NV_87#A^]9K%8 VF_'+=KRRYT]&62F_4NGW@SPW_&:HG.*

M$:\,L87N*S1"=&V:3.E,E[[8^R";;HZ-.Z N8E4XU5JL)333O#W_XQ0%+$OH MK"U2AQ;7Z13;= 3OB@19UR:V$$)_%?];=YO--

Q=>MQK5YG'+.F[@K6'SB8N8 MJBZF \/6V^I'J,"SS;7JL&S;7\X;% -ZO7//FQP5&TVFI]]V$90;1QMEX0# MEV"?

9"RCSFCZOM0H/8%"NT8"!X/Y>%_=M)X]6./3E5=_[Z" U:;6_B.!#^?K]BCN!V6XG0)+P4 JV4HU3+:.0^Z M0& W/IU,XH#5$&=MIRWWZV_L0-

*]HMZQ*3U2"#U%@7OS,XXEGIFEKJF;Q26M* M27CR2^M7RX)3'F0SFB@(!"6*AI!)EDS@:TCE)5C60JO-T[E@DZD"UW8K\)6+*

M2W9%GWOP$U5\)Y%:NHYMQU:.MP>B=M"'>*%Q.H"%^F_M8\;3HC;)(S":)0^(IY*9!+<$/IG<#[H]MK=<_|S M=+!YUVA>C[E\=_!E5.@/P>Z?WY&?

*=GH^W>+>0;VF,YQ>#X87?&\&H#TX=+DK# M4KL$PTY;QPQ.N6H7MQ2Y/P3_M'\^ZB#M]X)80F_8M2T%KA-I]*D#0W_PN]_K*

*M#*W^M\^=O\%OC[3$M6UW0T_1R[)-!UQY\H#H%N%/HM247L.Y8$E BQ!0H5@T M+T*:"9D11*+X_?RC@6(\R?,/B 02\E0?X_?5ETJXT*

C0A!P)&),$BJM_DU, MY^ '2DLTI464$V64OF1$('7Q' 8TY0)5$CCC8@:.;7W1^NV89V4X% NTE0 M@H@+8QDQ&9

8ON<.@"8A0OHC2RB4$:.I(5$6H^. S]*840G73$V-J:#?,R:H MKB52KW$7X3XY /3O5/?#@]LX:))IK2'SDTP)NI6]MNK$Y*T7& M,5TJC+D(J;#P:8E)*]FWO&F&3*8QF7LL,=EOC)HS(B98X<=<*3[S]OBH7,FL MQPQ:/,+F:<[%B]K?L$NN6]'E7R%.%2X77G0&)=,9'*IP5>8>E ME? W(K=,HE=W:¥MW62O7RYM']#L19#^VA(3@G&;=1IB0Y+I0+CU+!<],;<'#G M[AV\.CL>[V2^B6]4158.5=,@GN)3^F&O6F^"GTTRJ<#)3Z#;[%XP| (/@.:U: M8=.]VTO9A[W*45.,ZZ."](*T-5/C:=A;0W5Q"BF>>J@+DL,1M@P8/.@V\6%?A0Q.+1V+/\LR\./QO2N$:S!^[)9I9B:I1"_L%3 M["^!+KU4\U9CNW? D@:IDY-#T.:]NO!|)"#.:\AE.(D/*(LS!W0BS&V%>,<+L MQHK=6+&5/<1NK'C56/&P2+RKSNL]CQ7OF/;M)S:-=\JEZ<(] M06.BQ^:5=^:!WU'-D4$L! A0#% @^((! M681S[XI!(P "64@.]P "2$ 4 %@ M @ $Y#P, 8VQO=60M,C R-# V.S!29&5F+GAM;%!+ 0(4 Q0 (/B" M 5F3%\?SI L! *-8"@ 6 " 5R P!C;&!U9"TR,# (T,#8S M,%]L86(N>&UL4$L! A0#% @ ^((!69BC_"RWI@ 9<(' !8 M (!-(P$ &-L;W5D+3(P,C0P-C,P7W!R92YX;6Q02P$"% ,4 " #X M@@%9.C#=>9YP @"3(A4 $P @ $?,P4 97@Q,#%Q,C(P,C0Q M,"UQ+FAT;5!+ 0(4 Q0 (/B" 5D9[3 "6P@ +ZC!P!E>#,Q,7$R,C R-#$P+7$N;'1M4$L! A0#% @ ^((!6?^T M2@-9" NRT !, (!>]P' &5X,S$R<3(R,#(T,3 M<2YH M=&U02P$"% ,4 " #X@@%9\0^\EJ<$! ($P @ -$$ LM0< 97@S,C%Q,C(P,C0Q,"UQ+FAT;5!+!08 "@ *)0" # XML 86 cloud-20240630_htm.xml IDEA: XBRL DOCUMENT 0001477333 2024-01-012024-06-30 0001477333 us-gaap:CommonClassAMember 2024-07-18 0001477333 us-gaap:CommonClassBMember 2024-07-18 0001477333 2024-06-30 0001477333 2023-12-31 0001477333 us-gaap:CommonClassAMember 2023-12-31 0001477333 us-gaap:CommonClassAMember 2024-06-30 0001477333 us-gaap:CommonClassBMember 2023-12-31 0001477333 us-gaap:CommonClassBMember 2024-06-30 0001477333 2024-04-012024-06-30 0001477333 2023-04-012023-06-30 0001477333 2023-01-012023-06-30 0001477333 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2024-03-31 0001477333 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2024-03-31 0001477333 us-gaap:AdditionalPaidInCapitalMember 2024-03-31 0001477333 us-gaap:RetainedEarningsMember 2024-03-31 0001477333 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-03-31 0001477333 2024-03-31 0001477333 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2024-04-012024-06-30 0001477333 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2024-04-012024-06-30 0001477333 us-gaap:AdditionalPaidInCapitalMember 2024-04-012024-06-30 0001477333 us-gaap:RetainedEarningsMember 2024-04-012024-06-30 0001477333 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-04-012024-06-30 0001477333 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2024-06-30 0001477333 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2024-06-30 0001477333 us-gaap:AdditionalPaidInCapitalMember 2024-06-30 0001477333 us-gaap:RetainedEarningsMember 2024-06-30 0001477333 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-06-30 0001477333 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2023-03-31 0001477333 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2023-03-31 0001477333 us-gaap:AdditionalPaidInCapitalMember 2023-03-31 0001477333 us-gaap:RetainedEarningsMember 2023-03-31 0001477333 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-03-31 0001477333 2023-03-31 0001477333 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2023-04-012023-06-30 0001477333 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2023-04-012023-06-30 0001477333 us-gaap:AdditionalPaidInCapitalMember 2023-04-012023-06-30 0001477333 us-gaap:RetainedEarningsMember 2023-04-012023-06-30 0001477333 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-04-012023-06-30 0001477333 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2023-06-30 0001477333 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2023-06-30 0001477333 us-gaap:AdditionalPaidInCapitalMember 2023-06-30 0001477333 us-gaap:RetainedEarningsMember 2023-06-30 0001477333 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-06-30 0001477333 2023-06-30 0001477333 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2023-12-31 0001477333 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2023-12-31 0001477333 us-gaap:AdditionalPaidInCapitalMember 2023-12-31 0001477333 us-gaap:RetainedEarningsMember 2023-12-31 0001477333 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-12-31 0001477333 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2024-01-012024-06-30 0001477333 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2024-01-012024-06-30 0001477333 us-gaap:AdditionalPaidInCapitalMember 2024-01-012024-06-30 0001477333 us-gaap:RetainedEarningsMember 2024-01-012024-06-30 0001477333 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-01-012024-06-30 0001477333 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2022-12-31 0001477333 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2022-12-31 0001477333 us-gaap:AdditionalPaidInCapitalMember 2022-12-31 0001477333 us-gaap:RetainedEarningsMember 2022-12-31 0001477333 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2022-12-31 0001477333 2022-12-31 0001477333 us-gaap:CommonClassAMemberus-gaap:CommonStockMember 2023-01-012023-06-30 0001477333 us-gaap:CommonClassBMemberus-gaap:CommonStockMember 2023-01-012023-06-30 0001477333 us-gaap:AdditionalPaidInCapitalMember 2023-01-012023-06-30 0001477333 us-gaap:RetainedEarningsMember 2023-01-012023-06-30 0001477333 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-01-012023-06-30 0001477333 us-gaap:TechnologyEquipmentMember 2023-12-31 0001477333 us-gaap:TechnologyEquipmentMember 2024-01-01 0001477333 us-gaap:ServiceLifeMemberus-gaap:TechnologyEquipmentMember 2024-01-012024-06-30 0001477333 country:US 2024-04-012024-06-30 0001477333 country:USus-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2024-04-012024-06-30 0001477333 country:US 2023-04-012023-06-30 0001477333 country:USus-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2023-04-012023-06-30 0001477333 country:US 2024-01-012024-06-30 0001477333 country:USus-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2024-01-012024-06-30 0001477333 country:US 2023-01-012023-06-30 0001477333 country:USus-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2023-01-012023-06-30 0001477333 us-gaap:EMEAMember 2024-04-012024-06-30 0001477333 us-gaap:EMEAMemberus-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2024-04-012024-06-30 0001477333 us-gaap:EMEAMember 2023-04-012023-06-30 0001477333 us-gaap:EMEAMemberus-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2023-04-012023-06-30 0001477333 us-gaap:EMEAMember 2024-01-012024-06-30 0001477333 us-gaap:EMEAMemberus-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2024-01-012024-06-30 0001477333 us-gaap:EMEAMember 2023-01-012023-06-30 0001477333 us-gaap:EMEAMemberus-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2023-01-012023-06-30 0001477333 srt:AsiaPacificMember 2024-04-012024-06-30 0001477333 srt:AsiaPacificMemberus-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2024-04-012024-06-30 0001477333 srt:AsiaPacificMember 2023-04-012023-06-30 0001477333 srt:AsiaPacificMemberus-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2023-04-012023-06-30 0001477333 srt:AsiaPacificMember 2024-01-012024-06-30 0001477333 srt:AsiaPacificMemberus-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2024-01-012024-06-30 0001477333 srt:AsiaPacificMember 2023-01-012023-06-30 0001477333 srt:AsiaPacificMemberus-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2023-01-012023-06-30 0001477333 cloud:OtherGeographicalRegionsMember 2024-04-012024-06-30 0001477333 cloud:OtherGeographicalRegionsMemberus-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2024-04-012024-06-30 0001477333 cloud:OtherGeographicalRegionsMember 2023-04-012023-06-30 0001477333 cloud:OtherGeographicalRegionsMemberus-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2023-04-012023-06-30 0001477333 cloud:OtherGeographicalRegionsMember 2024-01-012024-06-30 0001477333 cloud:OtherGeographicalRegionsMemberus-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2024-01-012024-06-30 0001477333 cloud:OtherGeographicalRegionsMember 2023-01-012023-06-30 0001477333 cloud:OtherGeographicalRegionsMemberus-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2023-01-012023-06-30 0001477333 us-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2024-04-012024-06-30 0001477333 us-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2023-04-012023-06-30 0001477333 us-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2024-01-012024-06-30 0001477333 us-gaap:RevenueFromContractWithCustomerMemberus-gaap:GeographicConcentrationRiskMember 2023-01-012023-06-30 0001477333 us-gaap:SalesChannelThroughIntermediaryMember 2024-04-012024-06-30 0001477333 us-gaap:RevenueFromContractWithCustomerMembercloud:SalesChannelConcentrationRiskMemberus-gaap:SalesChannelThroughIntermediaryMember 2024-04-012024-06-30 0001477333 us-gaap:SalesChannelThroughIntermediaryMember 2023-04-012023-06-30 0001477333 us-gaap:RevenueFromContractWithCustomerMembercloud:SalesChannelConcentrationRiskMemberus-gaap:SalesChannelThroughIntermediaryMember 2023-04-012023-06-30 0001477333 us-gaap:SalesChannelThroughIntermediaryMember 2024-01-012024-06-30 0001477333 us-gaap:RevenueFromContractWithCustomerMembercloud:SalesChannelConcentrationRiskMemberus-gaap:SalesChannelThroughIntermediaryMember 2024-01-012024-06-30 0001477333 us-gaap:SalesChannelThroughIntermediaryMember 2023-01-012023-06-30 0001477333 us-gaap:RevenueFromContractWithCustomerMembercloud:SalesChannelConcentrationRiskMemberus-gaap:SalesChannelThroughIntermediaryMember 2023-01-012023-06-30 0001477333 us-gaap:SalesChannelDirectlyToConsumerMember 2024-04-012024-06-30 0001477333 us-gaap:RevenueFromContractWithCustomerMembercloud:SalesChannelConcentrationRiskMemberus-gaap:SalesChannelDirectlyToConsumerMember 2024-04-012024-06-30 0001477333 us-gaap:SalesChannelDirectlyToConsumerMember 2023-04-012023-06-30 0001477333 us-gaap:RevenueFromContractWithCustomerMembercloud:SalesChannelConcentrationRiskMemberus-gaap:SalesChannelDirectlyToConsumerMember 2023-04-012023-06-30 0001477333 us-gaap:SalesChannelDirectlyToConsumerMember 2024-01-012024-06-30 0001477333 us-gaap:RevenueFromContractWithCustomerMembercloud:SalesChannelConcentrationRiskMemberus-gaap:SalesChannelDirectlyToConsumerMember 2023-01-012023-06-30 0001477333 us-gaap:RevenueFromContractWithCustomerMembercloud:SalesChannelConcentrationRiskMemberus-gaap:SalesChannelDirectlyToConsumerMember 2023-01-012023-06-30 0001477333 us-gaap:RevenueFromContractWithCustomerMembercloud:SalesChannelConcentrationRiskMember 2024-04-012024-06-30 0001477333 us-gaap:RevenueFromContractWithCustomerMembercloud:SalesChannelConcentrationRiskMember 2023-04-012023-06-30 0001477333 us-gaap:RevenueFromContractWithCustomerMembercloud:SalesChannelConcentrationRiskMember 2024-01-012024-06-30 0001477333 us-gaap:RevenueFromContractWithCustomerMembercloud:SalesChannelConcentrationRiskMember 2023-01-012023-06-30 0001477333 2024-07-01

2024-06-30 0001477333 us-gaap:CashMember 2024-06-30 0001477333 us-gaap:CashAndCashEquivalentsMemberus-gaap:CashMemberus-gaap:FairValueMeasurementsRecurringMember 2024-06-30 0001477333 cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:CashMemberus-gaap:FairValueMeasurementsRecurringMember 2024-06-30 0001477333 cloud:RestrictedCashMemberus-gaap:CashMemberus-gaap:FairValueMeasurementsRecurringMember 2024-06-30 0001477333 us-gaap:MoneyMarketFundsMemberus-gaap:FairValueInputsLevel1Member 2024-06-30 0001477333 us-gaap:CashAndCashEquivalentsMemberus-gaap:MoneyMarketFundsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2024-06-30 0001477333 cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:MoneyMarketFundsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2024-06-30 0001477333 cloud:RestrictedCashMemberus-gaap:MoneyMarketFundsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2024-06-30 0001477333 us-gaap:FairValueInputsLevel2Memberus-gaap:CorporateBondSecuritiesMember 2024-06-30 0001477333 us-gaap:CashAndCashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateBondSecuritiesMember 2024-06-30 0001477333 cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateBondSecuritiesMember 2024-06-30 0001477333 cloud:RestrictedCashMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateBondSecuritiesMember 2024-06-30 0001477333 us-gaap:FairValueInputsLevel2Memberus-gaap:USTreasurySecuritiesMember 2024-06-30 0001477333 us-gaap:CashAndCashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USTreasurySecuritiesMember 2024-06-30 0001477333 cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USTreasurySecuritiesMember 2024-06-30 0001477333 cloud:RestrictedCashMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USTreasurySecuritiesMember 2024-06-30 0001477333 us-gaap:FairValueInputsLevel2Memberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2024-06-30 0001477333 us-gaap:CashAndCashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2024-06-30 0001477333 cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2024-06-30 0001477333 cloud:RestrictedCashMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2024-06-30 0001477333 us-gaap:FairValueInputsLevel2Memberus-gaap:CommercialPaperMember 2024-06-30 0001477333 us-gaap:CashAndCashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CommercialPaperMember 2024-06-30 0001477333 cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CommercialPaperMember 2024-06-30 0001477333 cloud:RestrictedCashMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CommercialPaperMember 2024-06-30 0001477333 us-gaap:FairValueInputsLevel2Member 2024-06-30 0001477333 us-gaap:CashAndCashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMember 2024-06-30 0001477333 cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMember 2024-06-30 0001477333 cloud:RestrictedCashMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMember 2024-06-30 0001477333 us-gaap:CashAndCashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMember 2024-06-30 0001477333 cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueMeasurementsRecurringMember 2024-06-30 0001477333 cloud:RestrictedCashMemberus-gaap:FairValueMeasurementsRecurringMember 2024-06-30 0001477333 us-gaap:CashMember 2023-12-31 0001477333 us-gaap:CashAndCashEquivalentsMemberus-gaap:CashMemberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001477333 cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:CashMemberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001477333 cloud:RestrictedCashMemberus-gaap:CashMemberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001477333 us-gaap:MoneyMarketFundsMemberus-gaap:FairValueInputsLevel1Member 2023-12-31 0001477333 us-gaap:CashAndCashEquivalentsMemberus-gaap:MoneyMarketFundsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001477333 cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:MoneyMarketFundsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001477333 cloud:RestrictedCashMemberus-gaap:MoneyMarketFundsMemberus-gaap:FairValueInputsLevel1Memberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001477333 us-gaap:FairValueInputsLevel2Memberus-gaap:CorporateBondSecuritiesMember 2023-12-31 0001477333 us-gaap:CashAndCashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateBondSecuritiesMember 2023-12-31 0001477333 cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateBondSecuritiesMember 2023-12-31 0001477333 cloud:RestrictedCashMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CorporateBondSecuritiesMember 2023-12-31 0001477333 us-gaap:FairValueInputsLevel2Memberus-gaap:USTreasurySecuritiesMember 2023-12-31 0001477333 us-gaap:CashAndCashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USTreasurySecuritiesMember 2023-12-31 0001477333 cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USTreasurySecuritiesMember 2023-12-31 0001477333 cloud:RestrictedCashMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USTreasurySecuritiesMember 2023-12-31 0001477333 us-gaap:FairValueInputsLevel2Memberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2023-12-31 0001477333 us-gaap:CashAndCashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2023-12-31 0001477333 cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2023-12-31 0001477333 cloud:RestrictedCashMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:USGovernmentAgenciesDebtSecuritiesMember 2023-12-31 0001477333 us-gaap:FairValueInputsLevel2Memberus-gaap:CommercialPaperMember 2023-12-31 0001477333 us-gaap:CashAndCashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CommercialPaperMember 2023-12-31 0001477333 cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CommercialPaperMember 2023-12-31 0001477333 cloud:RestrictedCashMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMemberus-gaap:CommercialPaperMember 2023-12-31 0001477333 us-gaap:FairValueInputsLevel2Member 2023-12-31 0001477333 us-gaap:CashAndCashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001477333 cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001477333 cloud:RestrictedCashMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001477333 us-gaap:CashAndCashEquivalentsMemberus-gaap:FairValueInputsLevel2Memberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001477333 cloud:DebtSecuritiesAvailableForSaleCurrentMemberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001477333 cloud:RestrictedCashMemberus-gaap:FairValueMeasurementsRecurringMember 2023-12-31 0001477333 us-gaap:MoneyMarketFundsMember 2024-06-30 0001477333 us-gaap:MoneyMarketFundsMember 2023-12-31 0001477333 cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember 2024-06-30 0001477333 us-gaap:TechnologyEquipmentMember 2024-06-30 0001477333 us-gaap:ConstructionInProgressMember 2024-06-30 0001477333 us-gaap:ConstructionInProgressMember 2023-12-31 0001477333 us-gaap:SoftwareDevelopmentMember 2024-06-30 0001477333 us-gaap:SoftwareDevelopmentMember 2023-12-31 0001477333 us-gaap:OfficeEquipmentMember 2024-06-30 0001477333 us-gaap:OfficeEquipmentMember 2023-12-31 0001477333 us-gaap:FurnitureAndFixturesMember 2024-06-30 0001477333 us-gaap:FurnitureAndFixturesMember 2023-12-31 0001477333 us-gaap:SoftwareAndSoftwareDevelopmentCostsMember 2024-06-30 0001477333 us-gaap:SoftwareAndSoftwareDevelopmentCostsMember 2023-12-31 0001477333 us-gaap:LeaseholdImprovementsMember 2024-06-30 0001477333 us-gaap:LeaseholdImprovementsMember 2023-12-31 0001477333 us-gaap:RemediationPropertyForSaleAbandonmentOrDisposalMember 2024-06-30 0001477333 us-gaap:RemediationPropertyForSaleAbandonmentOrDisposalMember 2023-12-31 0001477333 us-gaap:SoftwareAndSoftwareDevelopmentCostsMember 2024-04-012024-06-30 0001477333 us-gaap:SoftwareAndSoftwareDevelopmentCostsMember 2023-04-012023-06-30 0001477333 us-gaap:SoftwareAndSoftwareDevelopmentCostsMember 2024-01-012024-06-30 0001477333 us-gaap:SoftwareAndSoftwareDevelopmentCostsMember 2023-01-012023-06-30 0001477333 cloud:BastionZeroMember 2024-04-012024-06-30 0001477333 us-gaap:DevelopedTechnologyRightsMember 2024-06-30 0001477333 us-gaap:TradeNamesMember 2024-06-30 0001477333 us-gaap:DevelopedTechnologyRightsMember 2023-12-31 0001477333 us-gaap:CustomerRelationshipsMember 2023-12-31 0001477333 us-gaap:TradeNamesMember 2023-12-31 0001477333 cloud:BastionZeroMemberus-gaap:DevelopedTechnologyRightsMember 2024-04-012024-06-30 0001477333 cloud:CoLocationAssetLeaseMember 2024-06-30 0001477333 cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember 2021-08-31 0001477333 cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember 2021-08-012021-08-31 0001477333 cloud:ScenarioOneMembercloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember 2021-08-012021-08-31 0001477333 cloud:ScenarioTwoMembercloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember 2021-08-012021-08-31 0001477333 cloud:SeniorConvertibleNotesDue2026Membercloud:CappedCallsMemberus-gaap:ConvertibleDebtMemberus-gaap:LongMemberus-gaap:CommonClassAMember 2021-08-012021-08-31 0001477333 cloud:SeniorConvertibleNotesDue2026Membercloud:CappedCallsMemberus-gaap:ConvertibleDebtMemberus-gaap:LongMemberus-gaap:CommonClassAMember 2021-08-31 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMember 2020-05-31

0001477333 cloud:SeniorConvertibleNotesDue2025Member 2020-05-31 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMember 2024-06-30 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMember 2023-12-31 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMember 2021-12-31 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMember 2021-01-012021-12-31 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMemberus-gaap:CommonClassAMember 2021-01-012021-12-31 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMembercloud:CertainHoldersConversionMember 2022-01-012022-12-31 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMemberus-gaap:CommonClassAMember 2022-01-012022-12-31 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMember 2023-01-012023-12-31 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMembercloud:CertainHoldersConversionMember 2023-01-012023-12-31 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMemberus-gaap:CommonClassAMember 2023-01-012023-12-31 0001477333 cloud:SeniorConvertibleNotesDue2025Membercloud:CappedCallsMemberus-gaap:ConvertibleDebtMemberus-gaap:LongMemberus-gaap:CommonClassAMember 2020-05-312020-05-31 0001477333 cloud:SeniorConvertibleNotesDue2025Membercloud:CappedCallsMemberus-gaap:ConvertibleDebtMemberus-gaap:LongMemberus-gaap:CommonClassAMember 2020-05-31 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMember 2024-01-012024-06-30 0001477333 cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember 2023-12-31 0001477333 cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember 2024-04-012024-06-30 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMember 2024-04-012024-06-30 0001477333 cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember 2023-04-012023-06-30 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMember 2023-04-012023-06-30 0001477333 cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember 2024-01-012024-06-30 0001477333 cloud:SeniorConvertibleNotesDue2026Memberus-gaap:ConvertibleDebtMember 2023-01-012023-06-30 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMember 2023-01-012023-06-30 0001477333 us-gaap:RevolvingCreditFacilityMemberus-gaap:LineOfCreditMember 2024-05-31 0001477333 us-gaap:LetterOfCreditMemberus-gaap:LineOfCreditMember 2024-05-31 0001477333 us-gaap:BridgeLoanMemberus-gaap:LineOfCreditMember 2024-05-31 0001477333 srt:MinimumMemberus-gaap:RevolvingCreditFacilityMemberus-gaap:LineOfCreditMember 2024-05-012024-05-31 0001477333 srt:MaximumMemberus-gaap:RevolvingCreditFacilityMemberus-gaap:LineOfCreditMember 2024-05-012024-05-31 0001477333 us-gaap:RevolvingCreditFacilityMemberus-gaap:LineOfCreditMemberus-gaap:FederalFundsEffectiveSwapRateMember 2024-05-012024-05-31 0001477333 us-gaap:RevolvingCreditFacilityMemberus-gaap:LineOfCreditMemberus-gaap:SecuredOvernightFinancingRateSofrMember 2024-05-012024-05-31 0001477333 srt:MinimumMemberus-gaap:LineOfCreditMemberus-gaap:SecuredOvernightFinancingRateSofrMembercloud:VariableRateComponentOneMember 2024-05-012024-05-31 0001477333 srt:MaximumMemberus-gaap:LineOfCreditMemberus-gaap:SecuredOvernightFinancingRateSofrMembercloud:VariableRateComponentOneMember 2024-05-012024-05-31 0001477333 srt:MinimumMemberus-gaap:LineOfCreditMemberus-gaap:SecuredOvernightFinancingRateSofrMembercloud:VariableRateComponentTwoMember 2024-05-012024-05-31 0001477333 srt:MaximumMemberus-gaap:LineOfCreditMemberus-gaap:SecuredOvernightFinancingRateSofrMembercloud:VariableRateComponentTwoMember 2024-05-012024-05-31 0001477333 us-gaap:RevolvingCreditFacilityMemberus-gaap:LineOfCreditMember 2024-05-012024-05-31 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMember 2020-05-012020-05-31 0001477333 cloud:SeniorConvertibleNotesDue2025Memberus-gaap:ConvertibleDebtMembercloud:CertainHoldersConversionMember 2020-05-312020-05-31 0001477333 us-gaap:EmployeeStockOptionMember 2024-06-30 0001477333 us-gaap:EmployeeStockOptionMember 2023-12-31 0001477333 cloud:EquityIncentivePlan2019Member 2024-06-30 0001477333 cloud:EquityIncentivePlan2019Member 2023-12-31 0001477333 cloud:RestrictedStockUnitsAndPerformanceStockUnitsMember 2024-06-30 0001477333 cloud:RestrictedStockUnitsAndPerformanceStockUnitsMember 2023-12-31 0001477333 us-gaap:EmployeeStockMember 2024-06-30 0001477333 us-gaap:EmployeeStockMember 2023-12-31 0001477333 srt:ExecutiveOfficerMembercloud:StockOptionsWithMarketConditionsMember 2022-01-012022-12-31 0001477333 cloud:OtherKeyEmployeesMembercloud:StockOptionsWithMarketConditionsMember 2022-01-012022-12-31 0001477333 cloud:OtherPerformanceAwardsMemberus-gaap:CommonClassAMember 2024-01-012024-06-30 0001477333 cloud:OtherKeyEmployeesMembercloud:OtherPerformanceAwardsMember 2022-01-012022-12-31 0001477333 srt:ExecutiveOfficerMembercloud:OtherPerformanceAwardsMember 2022-01-012022-12-31 0001477333 cloud:OtherPerformanceAwardsMemberus-gaap:CommonClassAMember 2023-05-012023-05-01 0001477333 cloud:OtherPerformanceAwardsMemberus-gaap:ShareBasedCompensationAwardTrancheTwoMember 2024-01-012024-06-30 0001477333 cloud:OtherPerformanceAwardsMember 2024-04-012024-06-30 0001477333 cloud:OtherPerformanceAwardsMember 2023-04-012023-06-30 0001477333 cloud:OtherPerformanceAwardsMember 2024-01-012024-06-30 0001477333 cloud:OtherPerformanceAwardsMember 2023-01-012023-06-30 0001477333 cloud:OtherPerformanceAwardsMember 2024-06-30 0001477333 cloud:RestrictedStockUnitsAndPerformanceStockUnitsMember 2024-04-012024-06-30 0001477333 cloud:RestrictedStockUnitsAndPerformanceStockUnitsMember 2023-04-012023-06-30 0001477333 cloud:RestrictedStockUnitsAndPerformanceStockUnitsMember 2024-01-012024-06-30 0001477333 cloud:RestrictedStockUnitsAndPerformanceStockUnitsMember 2023-01-012023-06-30 0001477333 us-gaap:EmployeeStockMembercloud:TwoThousandAndNineteenEmployeeStockPurchasePlanMemberus-gaap:CommonClassAMember 2024-01-012024-06-30 0001477333 us-gaap:EmployeeStockMembercloud:TwoThousandAndNineteenEmployeeStockPurchasePlanMemberus-gaap:CommonClassAMember 2023-01-012023-06-30 0001477333 us-gaap:EmployeeStockMembercloud:TwoThousandAndNineteenEmployeeStockPurchasePlanMember 2024-06-30 0001477333 us-gaap:EmployeeStockMembercloud:TwoThousandAndNineteenEmployeeStockPurchasePlanMember 2024-01-012024-06-30 0001477333 us-gaap:CostOfSalesMember 2024-04-012024-06-30 0001477333 us-gaap:CostOfSalesMember 2023-04-012023-06-30 0001477333 us-gaap:CostOfSalesMember 2024-01-012024-06-30 0001477333 us-gaap:CostOfSalesMember 2023-01-012023-06-30 0001477333 us-gaap:SellingAndMarketingExpenseMember 2024-04-012024-06-30 0001477333 us-gaap:SellingAndMarketingExpenseMember 2023-04-012023-06-30 0001477333 us-gaap:SellingAndMarketingExpenseMember 2024-01-012024-06-30 0001477333 us-gaap:SellingAndMarketingExpenseMember 2023-01-012023-06-30 0001477333 us-gaap:ResearchAndDevelopmentExpenseMember 2024-04-012024-06-30 0001477333 us-gaap:ResearchAndDevelopmentExpenseMember 2023-04-012023-06-30 0001477333 us-gaap:ResearchAndDevelopmentExpenseMember 2024-01-012024-06-30 0001477333 us-gaap:ResearchAndDevelopmentExpenseMember 2023-01-012023-06-30 0001477333 us-gaap:GeneralAndAdministrativeExpenseMember 2024-04-012024-06-30 0001477333 us-gaap:GeneralAndAdministrativeExpenseMember 2023-04-012023-06-30 0001477333 us-gaap:GeneralAndAdministrativeExpenseMember 2024-01-012024-06-30 0001477333 us-gaap:GeneralAndAdministrativeExpenseMember 2023-01-012023-06-30 0001477333 cloud:SeniorConvertibleNotesDue2025Member 2024-01-012024-06-30 0001477333 cloud:SeniorConvertibleNotesDue2025Member 2023-01-012023-06-30 0001477333 cloud:SeniorConvertibleNotesDue2026Member 2024-01-012024-06-30 0001477333 cloud:SeniorConvertibleNotesDue2026Member 2023-01-012023-06-30 0001477333 cloud:ShareBasedPaymentArrangementSharesSubjectToRepurchaseMember 2024-01-012024-06-30 0001477333 cloud:ShareBasedPaymentArrangementSharesSubjectToRepurchaseMember 2023-01-012023-06-30 0001477333 us-gaap:EmployeeStockOptionMember 2024-01-012024-06-30 0001477333 us-gaap:EmployeeStockOptionMember 2023-01-012023-06-30 0001477333 cloud:RestrictedStockAwardAndRestrictedStockUnitRSUsAwardMember 2024-01-012024-06-30 0001477333 cloud:RestrictedStockAwardAndRestrictedStockUnitRSUsAwardMember 2023-01-012023-06-30 0001477333 us-gaap:EmployeeStockMember 2024-01-012024-06-30 0001477333 us-gaap:EmployeeStockMember 2023-01-012023-06-30 0001477333 cloud:BastionZeroMember 2024-05-012024-05-31 0001477333 cloud:BastionZeroMember 2024-05-31 0001477333 country:US 2024-06-30 0001477333 country:US 2023-12-31 0001477333 us-gaap:NonUsMember 2024-06-30 0001477333 us-gaap:NonUsMember 2023-12-31 shares iso4217:USD iso4217:USD shares pure cloud:day cloud:vote cloud:tranche cloud:segmentfalse0001477333Q22024--12-310.02671870.02859130.0052263110-Qtrue2024-06-30false001-39039Cloudflare, Inc.DE27-0805829101 Townsend StreetSan FranciscoCA94107888993-5273Class A Common Stock, $0.001 par valueNETNYSEYesYesLarge Accelerated Filerfalsefalsefalse3036756393802709515696700086864000160043000015868800002502130002482680001291700011041000100000025220007140.0010.0012250000000225000000030332100030332100029808900029808900030200029700000.0010.00131500000031500000038216000382160001074461000-1023840000-1319000198400088154500076304700029166730002759767000400996000308494000779598000598669000890110007522100017404900014565303469800-56172000-89248000-1034440002171500016536000429670003002300012180001539000231800036650000-503000000-503000002690000-1527000139300023840002076600036830000420420002632600013932000-9300200047206000-1297700001146000146500034150002779000-15078000-94467000-50621000-132549000-0.04-0.04-0.28-0.28-0.15-0.15-0.40-0.40340648000340648000332297000332297000339617000339617000331448000331448000-15078000-94467000-50621000-132549000-915000-171000-37990005587000910000091000001400004140000496000049600000-419000-171000-330300005587000-15497000-94638000-53924000-12696200030102300030000038710000390001857168000-1059383000-900000079722400072000576000100031910003192000200032000320001040000100-1000059000436200043620001072000100010000173000104550001045500010455000-1689000-168900088812000088812000-15078000-15078000-419000-41900030332100030200038216000390001956984000-1074461000-131900088154500028937200028900042395000410001536367000-877973000-613800065258600014700056700003754000375400017000100058000058100008180001000133000-10000200005000132500013250001283000100012830001000-1283000-1000024900010450000104500007042600070426000-94467000-94467000-171000-171000291832000291000418070004100016202510000-972440000-630900064183400029808900029700039443000400001784566000-

1023840000198400076304700018600001592000200076120007614000200006300063000215400020000-20000102000087630008763000282100030002821000-3000017300010455000104550001689000-168900016136400016136400050621000-50621000-3303000-330300030332100030200038216000390001956984000-1074461000-131900088154500028656100028600043525000420001475423000-839891000-118960006239640002400001280000100070580007059000170001000117000011710001533000200032200002000041000130003383000338300033070003000-3307000-3000024900010450000104500001295350001295350001325490000558700055870002918320002910004180700041000162025100097244000063090006418340000506210000132549000059767000651820002312400021925000369100029011000155714000125793000198000024700002402800019050000-1310000-613000477000060370000-503000002910004940006715000354130001876000381000480850004334800024726000139960001941000199100015996000660200025400014540000-25031000-181490002969500056460000263000627000148394000100865000616810005628900012831000107030001397700007906750007950960000202480180000-59000-867920001567500001722490002148000076140007059000600000340001045500010450000876300033830000920800071640000-167365000681660000-508250009122400021520400015999000016437900063000595000274100025570002278800018306000495000035250001424300083470000630001 1and Basis of Presentation Organization and Description of Business Cloudflare, Inc. (the Company, Cloudflare, we, us, or our) is a global cloud services provider that delivers a broad range of services to businesses of all sizes and in all geographies, making them more secure, enhancing the performance of their business-critical applications, and eliminating the cost and complexity of managing individual network hardware. Cloudflare's network serves as a scalable, easy-to-use, unified control plane to deliver security, performance, and reliability across on-premises, hybrid, cloud, and software-as-a-service (SaaS) applications. The Company was incorporated in Delaware in July 2009. The Company is headquartered in San Francisco, California. Basis of Presentation and Principles of Consolidation The accompanying interim condensed consolidated financial statements and accompanying notes have been prepared in conformity with generally accepted accounting principles in the United States (U.S. GAAP) and applicable regulations of the Securities and Exchange Commission (the SEC) regarding interim financial reporting, and include the accounts of the Company and its wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. The Company's fiscal year ends on December 31. Certain information and note disclosures normally included in the financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to the applicable required disclosures and regulations of the SEC. Therefore, these unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the related notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023. Unaudited Interim Condensed Consolidated Financial Information The accompanying interim condensed consolidated balance sheet as of June 30, 2024, the condensed consolidated statements of operations and of comprehensive loss for the three and six months ended June 30, 2024 and 2023, the condensed consolidated statements of cash flows for the six months ended June 30, 2024 and 2023, the condensed consolidated statements of stockholders' equity for the three and six months ended June 30, 2024 and 2023, and the related footnote disclosures are unaudited. These unaudited interim condensed consolidated financial statements have been prepared in accordance with U.S. GAAP. In management's opinion, the unaudited interim condensed consolidated financial statements include all adjustments necessary to state fairly the Company's financial position as of June 30, 2024, its results of operations for the three and six months ended June 30, 2024 and 2023, and its cash flows for the six months ended June 30, 2024 and 2023. The results for the three and six months ended June 30, 2024 are not necessarily indicative of the results expected for the full year ending December 31, 2024 or any future period. The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the related notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023. Use of Estimates The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the condensed consolidated financial statements and accompanying notes to the condensed consolidated financial statements. Such estimates include, but are not limited to, allowance for doubtful accounts, deferred contract acquisitions costs, the period of benefit generated from the Company's deferred contract acquisition costs, the capitalization and estimated useful life of internal-use software, valuation of acquired intangible assets, the assessment of recoverability of intangible assets and their estimated useful lives, useful lives of property and equipment, the determination of the incremental borrowing rate used for operating lease liabilities, the valuation and recognition of stock-based compensation awards, uncertain tax positions, and the recognition and measurement of current and deferred income tax assets and liabilities. Management bases these estimates and assumptions on historical experience and on various other assumptions that are believed to be reasonable. Due in part to the Hamas-Israel and Russia-Ukraine conflicts, the potential worsening and expansion of such conflicts, and other macroeconomic and geopolitical conditions, there is ongoing uncertainty and significant disruption in the global economy and financial markets. The Company is not aware of any specific event or circumstance that would require an update to its estimates or assumptions or a revision of the carrying value of its assets or liabilities as of August 1, 2024, the date of issuance of this Quarterly Report on Form 10-Q. These estimates and assumptions may change in the future, however, as new events occur and additional information is obtained. Actual results could differ materially from these estimates. Basis of PresentationThe accompanying interim condensed consolidated financial statements and accompanying notes have been prepared in conformity with generally accepted accounting principles in the United States (U.S. GAAP) and applicable regulations of the Securities and Exchange Commission (the SEC) regarding interim financial reporting, and include the accounts of the Company and its wholly-owned subsidiaries. Certain information and note disclosures normally included in the financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to the applicable required disclosures and regulations of the SEC. Therefore, these unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the related notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023. Principles of ConsolidationAll intercompany balances and transactions have been eliminated in consolidation.The Company's fiscal year ends on December 31. Use of Estimates The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the condensed consolidated financial statements and accompanying notes to the condensed consolidated financial statements. Such estimates include, but are not limited to, allowance for doubtful accounts, deferred contract acquisitions costs, the period of benefit generated from the Company's deferred contract acquisition costs, the capitalization and estimated useful life of internal-use software, valuation of acquired intangible assets, the assessment of recoverability of intangible assets and their estimated useful lives, useful lives of property and equipment, the determination of the incremental borrowing rate used for operating lease liabilities, the valuation and recognition of stock-based compensation awards, uncertain tax positions, and the recognition and measurement of current and deferred income tax assets and liabilities. Management bases these estimates and assumptions on historical experience and on various other assumptions that are believed to be reasonable. Due in part to the Hamas-Israel and Russia-Ukraine conflicts, the potential worsening and expansion of such conflicts, and other macroeconomic and geopolitical conditions, there is ongoing uncertainty and significant disruption in the global economy and financial markets. The Company is not aware of any specific event or circumstance that would require an update to its estimates or assumptions or a revision of the carrying value of its assets or liabilities as of August 1, 2024, the date of issuance of this Quarterly Report on Form 10-Q. These estimates and assumptions may change in the future, however, as new events occur and additional information is obtained. Actual results could differ materially from these estimates. Change in Accounting Estimate In January 2024, the Company completed an assessment of the useful lives of our servers-network infrastructure, resulting in a change in the estimated useful lives of our servers-network

infrastructure from four years to five years. This change in accounting estimate was effective beginning fiscal year 2024. Based on the carrying value of assets in service as of December 31, 2023, the change resulted in a reduction of depreciation expense of $11.9 million for the six months ended June 30, 2024, recorded primarily in cost of revenue. Summary of Significant Accounting Policies Significant Accounting Policies The Company's significant accounting policies are discussed in the "Notes to Consolidated Financial Statements, Note 2. Summary of Significant Accounting Policies" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023. There have been no significant changes to these policies that have had a material impact on the Company's condensed consolidated financial statements and related notes, except as noted below. Change in Accounting Estimate In January 2024, the Company completed an assessment of the useful lives of our servers-network infrastructure, resulting in a change in the estimated useful lives of our servers-network infrastructure from four years to five years. This change in accounting estimate was effective beginning fiscal year 2024. Based on the carrying value of assets in service as of December 31, 2023, the change resulted in a reduction of depreciation expense of $11.9 million for the six months ended June 30, 2024, recorded primarily in cost of revenue.</div><div style="margin-bottom:6pt;margin-top:18pt;text-indent:36pt">Recent Accounting Pronouncements</div><div style="margin-top:6pt;text-indent:36pt">Recently Adopted Accounting Pronouncements</div><div style="margin-top:12pt">There have been no recently adopted accounting pronouncements since the filing of the Company's Annual Report on Form 10-K for the year ended December 31, 2023 that may have a material impact on the Company's condensed consolidated financial statements.</div>P4YP5Y-11900000<div style="margin-bottom:6pt;margin-top:18pt;text-indent:36pt">Recent Accounting Pronouncements</div><div style="margin-top:6pt;text-indent:36pt">Recently Adopted Accounting Pronouncements</div><div style="margin-top:12pt">There have been no recently adopted accounting pronouncements since the filing of the Company's Annual Report on Form 10-K for the year ended December 31, 2023 that may have a material impact on the Company's condensed consolidated financial statements.</div>Revenue<div style="margin-bottom:6pt;margin-top:18pt;text-indent:36pt">Disaggregation of Revenue</div><div style="margin-top:6pt">Subscription and support revenue is recognized over time and accounted for substantially all of the Company's revenue for the three and six months ended June 30, 2024 and 2023.</div><div style="margin-bottom:12pt;margin-top:12pt">The following table summarizes the revenue by region based on the billing address of customers who have contracted to use the Company's global network and products:</div><div style="margin-bottom:12pt;margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:16.105%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.615%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(dollars in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(dollars in thousands)</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Percentage
of Revenue</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Percentage
of Revenue</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Percentage
of Revenue</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Percentage
of Revenue</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">United States</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">207,008 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-

family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">161,692 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">403,471 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">314,610 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Europe, Middle East, and Africa </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">110,968 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">% </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">84,346 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">216,352 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">162,677 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Asia Pacific</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52,126 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,399 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">99,777 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">79,617 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,894 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,057 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,998 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41,765 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">400,996 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">308,494 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">779,598 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">598,669 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table> The following table summarizes the revenue from contracts by type of customer:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:16.080%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.745%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(dollars in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(dollars in thousands)</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-

family:'Arial',sans-serif;font-size:8pt;font-weight:700;line-height:100%">Percentage
of Revenue</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Percentage
of Revenue</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Percentage
of Revenue</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Percentage
of Revenue</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Channel partners </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">76,686 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,148 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">147,137 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">88,151 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Direct customers </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">324,310 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">261,346 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">632,461 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">510,518 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">400,996 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">308,494 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-

align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">779,598 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">598,669 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table> Contract Balances Contract liabilities consist of deferred revenue and include payments received in advance of performance under the contract. Such amounts are recognized as revenue over the contractual period. For the six months ended June 30, 2024 and 2023, the Company recognized revenue of $270.3 million and $169.7 million, respectively, that was included in the corresponding contract liability balance at the beginning of the periods presented.</div><div style="margin-top:12pt">The Company receives payments from customers based upon contractual billing schedules; accounts receivable are recorded when the right to consideration becomes unconditional. Standard payment terms are due upon receipt. Contract assets include amounts related to the Company's contractual right to consideration for both completed and partially completed performance obligations that have not been invoiced. </div><div style="margin-top:12pt">The following table summarizes the activity of the deferred contract acquisition costs:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:32.330%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.383%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.383%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.383%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.109%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Beginning balance</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">137,527 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">98,427 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">133,236 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">93,145 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle"> Capitalization of contract acquisition costs </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,687 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,957 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48,085 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43,348 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> Amortization of deferred

contract acquisition costs </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(18,884)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(14,902)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(36,991)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(29,011)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Ending balance</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">144,330 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">107,482 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">144,330 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">107,482 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The Company did not recognize any impairment losses of deferred contract acquisition costs during the periods presented. Remaining Performance Obligations As of June 30, 2024, the aggregate amount of the transaction price allocated to remaining performance obligations was $1,421.0 million. As of June 30, 2024, the Company expected to recognize 69% of its remaining performance obligations as revenue over the next 12 months with the remainder recognized thereafter. The following table summarizes the revenue by region based on the billing address of customers who have contracted to use the Company's global network and products: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.415%"><tr><td style="width:1.0%"></td><td style="width:16.105%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.752%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.388%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.615%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(dollars in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(dollars in thousands)</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Percentage
of Revenue</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Percentage
of Revenue</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Percentage
of Revenue</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-

height:100%">United States</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">207,008 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">161,692 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">403,471 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">314,610 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Europe, Middle East, and Africa </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">110,968 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">84,346 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">216,352 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">162,677 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Asia Pacific</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52,126 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,399 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">99,777 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">79,617 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-

height:100%">30,894 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,057 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,998 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41,765 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">400,996 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">308,494 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">779,598 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">598,669 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table> The following table summarizes the revenue from contracts by type of customer:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:16.080%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.745%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid

#000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(dollars in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(dollars in thousands)</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Percentage
of Revenue</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Percentage
of Revenue</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Percentage
of Revenue</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amount</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Percentage
of Revenue</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Channel partners </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">76,686 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">47,148 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">147,137 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">88,151 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">15 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Direct customers </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">324,310 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">261,346 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">632,461 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">510,518 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">400,996 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid

#000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">308,494 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">779,598 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">598,669 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table>
2070080000.511616920000.534034710000.523146100000.531109680000.28843460000.272163520000.281626770000.27521260000.134039
style="margin-top:12pt">The following table summarizes the activity of the deferred contract acquisition costs:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:32.330%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.383%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.383%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.383%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.109%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Beginning balance</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">137,527 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">98,427 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">133,236 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">93,145 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle"> Capitalization of contract acquisition costs </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,687 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,957 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48,085 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43,348 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr>

<tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> Amortization of deferred contract acquisition costs </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(18,884)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(14,902)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(36,991)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(29,011)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:middle">Ending balance</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">144,330 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">107,482 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">144,330 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">107,482 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
13752700098427000133236000931450002568700023957000480850004334800018884000149020003691000290110001443300001074820600

Value Measurements

Fair value is defined as the exchange price that would be received from sale of an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Assets and liabilities measured at fair value are classified into the following categories: •Level I: Observable inputs are unadjusted quoted prices in active markets for identical assets or liabilities; •Level II: Observable inputs are quoted prices for similar assets and liabilities in active markets or inputs other than quoted prices that are observable for the assets or liabilities, either directly or indirectly through market corroboration, for substantially the full term of the financial instruments; and •Level III: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. These inputs are based on the Company's own assumptions used to measure assets and liabilities at fair value and require significant management judgment or estimation. The Company's cash equivalents and restricted cash are comprised of highly liquid money market funds. The Company classifies money market funds within Level I of the fair value hierarchy because they are valued based on quoted market prices in active markets. The Company classifies its investments, which are comprised of U.S. treasury securities, U.S. government agency securities, commercial paper, and corporate bonds, within Level II of the fair value hierarchy because the fair value of these securities is priced by using inputs based on non-binding market consensus prices that are primarily corroborated by observable market data or quoted market prices for similar instruments. The Company recognizes transfers between levels within the fair value hierarchy, if any, at the end of each period. There were no transfers between levels during the periods presented. The following table summarizes the Company's cash and available-for-sale securities' amortized cost, unrealized gains (losses), and fair value by significant investment category reported as cash and cash equivalents, restricted cash short-term, restricted cash, or available-for-sale securities as of June 30, 2024 and December 31, 2023.

<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:23.900%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.011%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.110%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.110%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.864%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.864%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.558%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Reported as:</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized
Cost</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
Gain</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
(Loss)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid

*#000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Cash &
Cash
Equivalents</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Available-for-sale securities</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Restricted
Cash (Current and Non-Current)</td></tr><tr><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Cash</td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">60,979 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">60,979 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">57,956 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,023 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Level I;</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Money market funds </td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">99,011 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">99,011 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">99,011 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Level II; </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Corporate bonds </td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">408,749 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(690)</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"*

style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">408,099 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">408,099 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> U.S. treasury securities </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,036,063 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">162 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,178)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,035,047 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,035,047 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom"> U.S. government agency securities </td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,151 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(73)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,078 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,078 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Commercial paper </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,205 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,206 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,206 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Subtotal </td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,602,168 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">203 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,941)</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">1,600,430 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,600,430 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total assets measured at fair value on a recurring basis </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,762,158 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">203 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,941)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,760,420 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">156,967 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,600,430 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,023 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:24.192%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.011%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.110%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.818%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.011%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.703%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Reported as:</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">December 31, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized
Cost</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
Gain</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
(Loss)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair
Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Cash &
Cash
Equivalents</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Available-for-sale securities</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Restricted
Cash (Current and Non-Current)
Cash</td></tr><tr><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">51,189 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid

#000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">51,189 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">46,829 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,360 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Level I:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Money market funds </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,035 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,035 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Level II:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Corporate bonds </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">312,510 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">718 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(378)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">312,850 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">312,850 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> U.S. treasury securities </td><td colspan="3" style="background-

color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,020,167 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,344 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(544)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,021,967 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,021,967 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> U.S. government agency securities </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">84,154 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(96)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">84,072 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">84,072 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Commercial paper </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">167,989 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">167,991 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">167,991 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Subtotal </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,584,820 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,078 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,018)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,586,880 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,586,880 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total assets measured at fair value on a recurring basis </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-

color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,676,044 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,078 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,018)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,678,104 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">86,864 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,586,880 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,360 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> As of June 30, 2024, the Company had $3.0 million in total restricted cash mainly related to indemnity holdback consideration associated with asset acquisitions and business combinations. The aggregate fair value of the Company's money market funds approximated amortized cost and, as such, there were no unrealized gains or losses on money market funds as of June 30, 2024 and December 31, 2023. Realized gains and losses, net of tax, were not material for any of the periods presented. The amortized cost of available-for-sale investments with maturities less than one year was $1,117.9 million and $1,185.1 million as of June 30, 2024 and December 31, 2023, respectively. The amortized cost of available-for-sale investments with maturities greater than one year was $484.3 million and $399.7 million as of June 30, 2024 and December 31, 2023, respectively. As of June 30, 2024, net unrealized loss on investments was $1.8 million and was included in accumulated other comprehensive income on the condensed consolidated balance sheet. As of December 31, 2023, net unrealized gain on investments was $2.0 million and was included in accumulated other comprehensive income on the condensed consolidated balance sheet. The unrealized gains and losses on available-for-sale investments are related to U.S. treasury securities, U.S. government agency securities, commercial paper, and corporate bonds. The Company determined any unrealized losses to be temporary. Factors considered in determining whether a loss is temporary include the financial condition and near-term prospects of the investee, the extent of the loss related to the credit of the issuer, the expected cash flows from the security, the Company's intent to sell the security, and whether or not the Company will be required to sell the security before the recovery of its amortized cost. As of June 30, 2024, the Company's investment portfolio consisted of investment grade securities with an average credit rating of AA. The Company carries the 2026 Notes (as defined below) issued in August 2021 at face value less the unamortized issuance costs on its condensed consolidated balance sheets and presents that fair value for disclosure purposes only. As of June 30, 2024, the fair value of the 2026 Notes was $1,176.4 million. The fair value of the 2026 Notes, which are classified as Level II financial instruments, was determined based on the quoted bid prices of the 2026 Notes in an over-the-counter market on the last trading day of the reporting period. For further details on the 2026 Notes, refer to Note 7 to these condensed consolidated financial statements. The Company classifies financial instruments in Level III of the fair value hierarchy when there is reliance on at least one significant unobservable input to the valuation model. In addition to these unobservable inputs, the valuation models for Level III financial instruments typically also rely on a number of inputs that are readily observable, either directly or indirectly. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires management to make judgments and consider factors specific to the asset or liability. There were no financial instruments classified as Level III of the fair value hierarchy as of June 30, 2024 and December 31, 2023. The following table summarizes the Company's cash and available-for-sale securities' amortized cost, unrealized gains (losses), and fair value by significant investment category reported as cash and cash equivalents, restricted cash short-term, restricted cash, or available-for-sale securities as of June 30, 2024 and December 31, 2023.<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:23.900%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.011%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.110%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.110%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.864%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.864%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.558%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td

colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Reported as:</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized
Cost</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
Gain</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
(Loss)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Cash &
Cash
Equivalents</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Available-for-sale securities</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Restricted
Cash (Current and Non-Current)</td></tr><tr><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:top">Cash</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">60,979 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">60,979 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">57,956 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,023 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Level I:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Money market funds </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">99,011 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">99,011 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Level II: </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td

colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Corporate bonds </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">408,749 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(690)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">408,099 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">408,099 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> U.S. treasury securities </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,036,063 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">162 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,178)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,035,047 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,035,047 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> U.S. government agency securities </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,151 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(73)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,078 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,078 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Commercial paper </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,205 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,206 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,206 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Subtotal </td><td colspan="3"

*style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,602,168 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">203 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,941)</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,600,430 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total assets measured at fair value on a recurring basis </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,762,158 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">203 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,941)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,760,420 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">156,967 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,600,430 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,023 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:24.192%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.011%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.110%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.818%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.011%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.703%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Reported as:</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">December 31, 2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Amortized
Cost</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
Gain</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized
(Loss)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair
Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Cash &
Cash
Equivalents</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-*

size:8pt;font-weight:700;line-height:100%">Available-for-sale securities</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Restricted
Cash (Current and Non-Current)
Cash</td></tr><tr><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">51,189 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">51,189 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">46,829 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4,360 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Level I:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Money market funds </td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,035 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,035 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,035 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Level II:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Corporate bonds </td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">312,510 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">718 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(378)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">312,850 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-

color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">312,850 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> U.S. treasury securities </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,020,167 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,344 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(544)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,021,967 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,021,967 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> U.S. government agency securities </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">84,154 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(96)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">84,072 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">84,072 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Commercial paper </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">167,989 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">167,991 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">167,991 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Subtotal </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,584,820 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,078 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,018)</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,586,880 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">— </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,586,880 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total assets measured at fair value on a recurring basis </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,676,044 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,078 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(1,018)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,678,104 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">86,864 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,586,880 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,360 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
609790000060979000579560000302300099011000009901100099011000004087490004000069000040809900004080990000103606300016280000020000001176400000Balance Sheet Components Accounts Receivable, Net As of June 30, 2024 and December 31, 2023, the Company’s allowance for doubtful accounts was $7.7 million and $6.0 million, respectively. Provision for bad debt for the three months ended June 30, 2024 and 2023 was $1.5 million and $4.4 million, respectively, and for the six months ended June 30, 2024 and 2023 was $4.1 million and $6.0 million, respectively. Write-off of uncollectible accounts receivable for the three months ended June 30, 2024 and 2023 was $1.0 million and $2.7 million, respectively, and for the six months ended June 30, 2024 and 2023 was $2.4 million and $3.7 million, respectively.</div><div style="margin-bottom:6pt;margin-top:18pt;text-indent:36pt">Property and Equipment, Net</div><div style="margin-bottom:6pt;margin-top:6pt">Property and equipment, net consisted of the following:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:65.859%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.129%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Property and equipment:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Servers—network infrastructure</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">383,716 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">330,295 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Construction in progress</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33,728 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,676,044 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,678,104 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
609790000060979000579560000302300099011000009901100099011000004087490004000069000040809900004080990000103606300016280000020000001176400000Balance Sheet Components Accounts Receivable, Net As of June 30, 2024 and December 31, 2023, the Company’s allowance for doubtful accounts was $7.7 million and $6.0 million, respectively. Provision for bad debt for the three months ended June 30, 2024 and 2023 was $1.5 million and $4.4 million, respectively, and for the six months ended June 30, 2024 and 2023 was $4.1 million and $6.0 million, respectively. Write-off of uncollectible accounts receivable for the three months ended June 30, 2024 and 2023 was $1.0 million and $2.7 million, respectively, and for the six months ended June 30, 2024 and 2023 was $2.4 million and $3.7 million, respectively.</div><div style="margin-bottom:6pt;margin-top:18pt;text-indent:36pt">Property and Equipment, Net</div><div style="margin-bottom:6pt;margin-top:6pt">Property and equipment, net consisted of the following:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:65.859%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.129%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Property and equipment:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Servers—network infrastructure</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">383,716 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">330,295 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Construction in progress</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33,728 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"

style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45,557 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Capitalized internal-use software</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">92,944 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">75,163 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Office and computer equipment</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,784 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,043 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Office furniture</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,998 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,003 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Software</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,513 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,422 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Leasehold improvements</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,469 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42,984 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Asset retirement obligation</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">826 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">826 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Gross property and equipment</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">605,978 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">541,293 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:top">Less accumulated depreciation and amortization</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(266,854)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(218,480)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total property and equipment, net</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">339,124 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">322,813 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Depreciation and amortization expense on property and equipment for the three months ended June 30, 2024 and 2023 was $26.3 million and $28.4 million, respectively, and for the six months ended June 30, 2024 and 2023 was $50.4 million and $54.2 million, respectively. This includes amortization expense for capitalized internal-use software which totaled $5.9 million and $5.3 million for the three months ended June 30, 2024 and 2023, respectively, and $11.4 million and $10.7 million for the six months ended June 30, 2024 and 2023, respectively. Goodwill As of June 30, 2024 and December 31, 2023, the Company's goodwill was $156.2 million and $148.0 million, respectively. <span

style="background-color:#ffffff;color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:120%">During the three months ended June 30, 2024, the Company recorded $8.1 million of goodwill in connection with the acquisition of BastionZero. For further details on this acquisition, refer to Note 13 to these condensed consolidated financial statements. No goodwill impairments were recorded during the six months ended June 30, 2024 and 2023.</div><div style="margin-bottom:6pt;margin-top:18pt;text-indent:36pt">Acquired Intangible Assets, Net</div><div style="margin-top:6pt">Acquired intangible assets, net consisted of the following:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:49.046%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.130%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying
Amount</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated
Amortization</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Book
Value</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Developed technology</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">16,431 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,105 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">13,326 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Customer relationships</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,600 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,263 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,337 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total acquired intangible assets, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">28,031 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,368 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21,663 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:48.753%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.131%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying
Amount</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated
Amortization</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Book
Value</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Developed technology</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">47,183 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-

align:bottom">36,893 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">10,290 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Trade name</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,700 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,488 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">212 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Customer relationships</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,600 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,538 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,062 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total acquired intangible assets, net</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">60,483 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">40,919 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">19,564 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> During the three months ended June 30, 2024, the Company acquired $9.3 million of developed technology, primarily through the acquisition of BastionZero, which accounted for $5.1 million of the total acquired intangible assets. Refer to Note 13 to these condensed consolidated financial statements for further details on this acquisition. Amortization of acquired intangible assets was $2.0 million and $4.9 million for the three months ended June 30, 2024 and 2023, respectively, and $7.2 million and $9.8 million for the six months ended June 30, 2024 and 2023, respectively. </div><div style="margin-top:12pt">As of June 30, 2024, the estimated future amortization expense of acquired intangible assets was as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:82.671%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.129%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Estimated
Amortization</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Year ending December 31,</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2024 (remaining six months)</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4,833 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,065 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,053 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,450 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,450 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Thereafter</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,812 </td><td style="background-color:#ffffff;padding:2px 1pt

2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21,663 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
770000060000000.015000004400000410000060000000.01000000.027000002400000370000000 Property and equipment, net
consisted of the following:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:65.859%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.129%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Property and equipment:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Servers—network infrastructure</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">383,716 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">330,295 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Construction in progress</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33,728 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45,557 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Capitalized internal-use software</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">92,944 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">75,163 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Office and computer equipment</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,784 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,043 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Office furniture</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,998 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,003 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Software</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,513 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,422 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Leasehold improvements</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">44,469 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42,984 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Asset retirement obligation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">826 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">826 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Gross property and equipment</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">605,978 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">541,293 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Less accumulated depreciation and amortization</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-

family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(266,854)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(218,480)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total property and equipment, net</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">339,124 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">322,813 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
383716000330295000337280004555700092944000751630003578400032043000899800090003000551300054220004446900042984000826006style="margin-top:6pt">Acquired intangible assets, net consisted of the following:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:49.046%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.130%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying
Amount</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated
Amortization</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Book
Value</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:top">Developed technology</td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">16,431 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">3,105 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">13,326 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Customer relationships</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,600 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,263 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,337 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total acquired intangible assets, net</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">28,031 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,368 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21,663 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:48.753%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.131%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Gross Carrying
Amount</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Accumulated
Amortization</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Net Book
Value</td></tr><tr style="height:3pt"><td

colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Developed technology</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">47,183 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">36,893 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">10,290 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Trade name</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,700 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,488 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">212 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Customer relationships</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,600 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,538 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,062 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total acquired intangible assets, net</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">60,483 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">40,919 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">19,564 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
1643100031050001332600011600000326300083370002803100063680002166300047183000368930001029000017000001488000021200

align:left;vertical-align:top">Total</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21,663 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
4833000906500030530001450000145000018120002166300OLeases The Company's lease portfolio consists of real estate and co-location agreements in the United States and internationally. The real estate leases include leases for office space and have remaining lease terms of up to 7.1 years. Certain of these leases contain options that allow the Company to extend or terminate the lease agreement. The Company's co-location leases have remaining lease terms of up to 8.2 years. All of the Company's leases are classified as operating leases. The components of lease cost related to the Company's operating leases included in the condensed consolidated statements of operations were as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:32.135%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.859%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.155%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease cost</td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">11,261 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">10,864 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">23,124 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;padding:2px 0;text-align:right;vertical-align:bottom">21,925 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease cost</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,261 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,864 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">23,124 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21,925 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Variable lease cost and short-term lease cost for the three and six months ended June 30, 2024 and June 30, 2023 were not material. As of June 30, 2024, the Company had $54.7 million of total undiscounted future payments under operating leases that have not yet commenced, which were not included on the condensed consolidated balance sheets. These operating leases will commence between July 2024 and July 2026 and have an average lease term of 4.3 years. As of June 30, 2024, the weighted-average remaining term of the Company's operating leases was 4.7 years and the weighted-average discount rate used to measure the present value of the operating lease liabilities was 4.7%. Maturities of the operating lease liabilities as of June 30, 2024 are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:82.671%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.129%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3"

style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2024 (remaining six months)</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">26,887 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,238 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,707 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,378 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,378 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,535 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease payments</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">170,123 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Imputed interest</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(16,875)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total operating lease liabilities</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">153,248 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Leases The Company's lease portfolio consists of real estate and co-location agreements in the United States and internationally. The real estate leases include leases for office space and have remaining lease terms of up to 7.1 years. Certain of these leases contain options that allow the Company to extend or terminate the lease agreement. The Company's co-location leases have remaining lease terms of up to 8.2 years. All of the Company's leases are classified as operating leases. The components of lease cost related to the Company's operating leases included in the condensed consolidated statements of operations were as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:32.135%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.859%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.155%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease cost</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">11,261 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">10,864 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">23,124 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-

align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">21,925 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease cost</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,261 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,864 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">23,124 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21,925 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Variable lease cost and short-term lease cost for the three and six months ended June 30, 2024 and June 30, 2023 were not material. As of June 30, 2024, the Company had $54.7 million of total undiscounted future payments under operating leases that have not yet commenced, which were not included on the condensed consolidated balance sheets. These operating leases will commence between July 2024 and July 2026 and have an average lease term of 4.3 years.</div><div style="margin-top:12pt">As of June 30, 2024, the weighted-average remaining term of the Company's operating leases was 4.7 years and the weighted-average discount rate used to measure the present value of the operating lease liabilities was 4.7%. </div><div style="margin-top:6pt">Maturities of the operating lease liabilities as of June 30, 2024 are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:82.671%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.129%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2024 (remaining six months)</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">26,887 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,238 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,707 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,378 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,378 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,535 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease payments</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">170,123 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Imputed interest</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(16,875)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total operating lease liabilities</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">153,248 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> P7Y1M6DP8Y2M12D The components of lease cost related to the Company's operating leases included in the condensed consolidated statements of operations were as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:32.135%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.859%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%">

</td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.532%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.155%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease cost</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">11,261 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">10,864 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">23,124 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">21,925 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease cost</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,261 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,864 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">23,124 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21,925 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
1126100010864000231240002192500011261000108640002312400021925000547000000P4Y3M18DP4Y8M12D0.047 Maturities of the operating lease liabilities as of June 30, 2024 are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:82.671%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.129%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2024 (remaining six months)</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">26,887 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,238 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,707 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">30,378 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,378 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-

align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Thereafter</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,535 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease payments</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">170,123 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Imputed interest</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(16,875)</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total operating lease liabilities</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">153,248 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
2688700038238000347070003037800017378000225350001701230001687500015324800 0Financing Arrangements 2026 Convertible Senior Notes In August 2021, the Company issued $1,293.8 million aggregate principal amount of 0% Convertible Senior Notes due 2026 (the 2026 Notes). The total proceeds from the issuance of the 2026 Notes, net of initial purchaser discounts and commissions and debt issuance costs, were $1,274.0 million. The 2026 Notes are senior unsecured obligations of the Company and will mature on August 15, 2026, unless earlier redeemed, repurchased, or converted, and are governed by the terms of the Indenture dated August 13, 2021 (the 2026 Indenture). The 2026 Notes are 0% convertible senior notes and therefore do not bear regular cash interest. The 2026 Notes are convertible at an initial conversion rate of 5.2263 shares of the Company's Class A common stock per $1,000 principal amount of the 2026 Notes, which is equivalent to an initial conversion price of approximately $191.34 per share, subject to adjustment upon the occurrence of specified events in accordance with the terms of the 2026 Indenture. The 2026 Notes may be converted at any time on or after May 15, 2026 until the close of business on the second scheduled trading day immediately preceding the maturity date. Holders of the 2026 Notes may convert all or any portion of their 2026 Notes at their option at any time prior to the close of business on the business day immediately preceding May 15, 2026, only under the following circumstances: (1) during any calendar quarter (and only during such calendar quarter), if the last reported sale price of the Company's Class A common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period in which the trading price per $1,000 principal amount of the 2026 Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company's Class A common stock and the conversion rate on each such trading day; (3) if the Company calls such 2026 Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or (4) upon the occurrence of specified corporate events. None of the circumstances described in the paragraphs above were met during the quarter ended June 30, 2024. Refer to Note 7 to the consolidated financial statements in Part II, Item 8 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 for further information on the 2026 Notes. 2026 Capped Call Transactions In connection with the offering of the 2026 Notes, the Company entered into privately-negotiated capped call option transactions (the 2026 Capped Calls) with certain financial institution counterparties. The 2026 Capped Calls each have an initial strike price of approximately $191.34 per share of the Company's Class A common stock, subject to certain adjustments, which corresponds to the initial conversion price of the 2026 Notes. The 2026 Capped Calls each have an initial cap price of approximately $250.94 per share, subject to certain adjustments. As of June 30, 2024, the terms of the 2026 Capped Calls have not been adjusted. The 2026 Capped Calls are recorded in stockholders' equity and are not accounted for as derivatives. The premium paid for the purchase of the 2026 Capped Calls of $86.3 million was recorded as a reduction to additional paid-in capital on the condensed consolidated balance sheets. Refer to Note 7 to the consolidated financial statements in Part II, Item 8 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 for further information on the 2026 Capped Calls. 2025 Convertible Senior Notes In May 2020, the Company issued $575.0 million aggregate principal amount of 0.75% Convertible Senior Notes due 2025 (the 2025 Notes, and together with the 2026 Notes, the Notes). The 2025 Notes were senior unsecured obligations of the Company, with interest payable semi-annually in arrears, at a rate of 0.75% per year. The 2025 Notes were convertible at an initial conversion rate of 26.7187 shares of the Company's Class A common stock per $1,000 principal amount of the 2025 Notes, which was equivalent to an initial conversion price of approximately $37.43 per share, subject to adjustment upon the occurrence of specified events in accordance with the terms of the Indenture dated May 15, 2020 (the 2025 Indenture). After the closing of the transactions described below, no 2025 Notes were outstanding as of June 30, 2024 and December 31, 2023. During the fiscal year ended December 31, 2021, the Company exchanged approximately $400.0 million aggregate principal amount of the 2025 Notes (the 2025 Notes Exchange) for an aggregate of $400.7 million in cash (including accrued interest) and approximately 7.6 million shares of the Company’s Class A common stock (the Exchange Shares) for aggregate consideration of approximately $1,321.0 million. As a result, the Company recorded a debt extinguishment loss of $72.2 million, representing the difference between the fair value of the liability component of $355.3 million and the carrying value of the 2025 Notes Exchange of $283.1 million at the closing date. The fair value of the liability component was calculated by using an effective interest rate of 4.08%, which was determined by measuring the fair value of similar debt instruments that did not have an associated convertible feature and adjusted to reflect the term of the

remaining 2025 Notes. The aggregate consideration of $1,321.0 million was allocated between the fair value of the liability component of $355.3 million and the reacquisition of the equity component of $965.7 million, which was recorded as a reduction to additional paid-in capital and offset by the additional paid-in capital for the Exchange Shares issued. During the fiscal year ended December 31, 2022, the Company settled conversions of approximately $16.6 million aggregate principal amount of the 2025 Notes. The Company elected to settle the conversions in a combination of cash equal to the principal amount of the 2025 Notes converted and the issuance of approximately 0.3 million shares of the Company's Class A common stock for the remainder of the conversion value in excess of the aggregate principal amount converted. The difference between the settlement consideration and the carrying value of the 2025 Notes converted was recorded to additional paid-in-capital on the Company's condensed consolidated balance sheets. During the fiscal year ended December 31, 2023, the Company repurchased $123.0 million principal amount of the 2025 Notes (the 2025 Notes Repurchases) for approximately $172.7 million in cash, including approximately $0.5 million of accrued interest. The 2025 Notes Repurchases resulted in a $50.3 million loss on extinguishment of debt, of which $1.1 million consisted of unamortized debt issuance costs. The Company settled conversions of approximately $35.4 million aggregate principal amount of the 2025 Notes. These conversions were exercised by the holders of the 2025 Notes in connection with the Company's issuance of a redemption notice. Pursuant to the terms of the 2025 Indenture, the conversion rate then in effect was 28.5913 shares of the Company's Class A common stock per $1,000 principal amount of the 2025 Notes, inclusive of 1.8726 additional shares added to the initial conversion rate. The Company elected to settle the conversions in a combination of cash equal to the principal amount of the 2025 Notes converted and the issuance of approximately 0.5 million shares of the Company's Class A common stock for the remainder of the conversion value in excess of the aggregate principal amount converted. The difference between the settlement consideration and the carrying value of the 2025 Notes converted was recorded to additional paid-in-capital on the Company's condensed consolidated balance sheets. There are no 2025 Notes outstanding as a result of this transaction. 2025 Capped Call Transactions In connection with the offering of the 2025 Notes, the Company entered into privately-negotiated capped call option transactions (the 2025 Capped Calls) with certain financial institution counterparties. The 2025 Capped Calls each have an initial strike price of approximately $37.43 per share of the Company's Class A common stock, subject to certain adjustments, which corresponds to the initial conversion price of the 2025 Notes. The 2025 Capped Calls each have an initial cap price of $57.58 per share, subject to certain adjustments. As of June 30, 2024, the terms of the 2025 Capped Calls have not been adjusted and no 2025 Capped Calls were exercised or terminated in connection with the 2025 Notes Exchange, the 2025 Notes Repurchases, or any of the conversions of the 2025 Notes. The 2025 Capped Calls are recorded in stockholders' equity and are not accounted for as derivatives. The premium paid for the purchase of the 2025 Capped Calls of $67.3 million was recorded as a reduction to additional paid-in capital on the condensed consolidated balance sheets.</div><div style="margin-top:6pt">Refer to Note 7 to the consolidated financial statements in Part II, Item 8 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023 for further information on the 2025 Capped Calls.</div><div style="margin-top:6pt">The net carrying amounts of the 2026 Notes were as follows:</div><div style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:65.712%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.130%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Principal</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,293,750 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">1,293,750 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unamortized debt issuance costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8,408)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,388)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Carrying amount, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,285,342 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,283,362 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following tables set forth total interest expense recognized related to the Notes: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:33.307%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.155%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="15" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none">

</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="6" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="6" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2026 Notes</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2025 Notes</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2026 Notes</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2025 Notes</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:3pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="15" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Coupon interest expense</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">168 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Amortization of debt issuance costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">990 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">991 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">316 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">990 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">991 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">484 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:33.307%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.155%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="15" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="6" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="6" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2026 Notes</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2025 Notes</td><td colspan="3"

style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2026 Notes</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2025 Notes</td></tr><tr style="height:3pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="15" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Coupon interest expense</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">465 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Amortization of debt issuance costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,980 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,981 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">489 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,980 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,981 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">954 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Revolving Credit Facility In May 2024, the Company entered into a credit agreement with a syndicated group of lenders, that provides for a senior secured $400.0 million revolving credit facility (the Revolving Credit Facility), with a sublimit of $30.0 million available for the issuance of letters of credit and $30.0 million available for swingline borrowings. The credit agreement permits the Company to increase the commitments under the Revolving Credit Facility by an aggregate principal amount of up to $150.0 million, subject to the satisfaction of certain conditions. The proceeds of the loans under the Revolving Credit Facility may be used for working capital and general corporate purposes. The Company is required to pay a commitment fee on the daily unused amount of Revolving Credit Facility commitments ranging from 0.25% to 0.40% per annum, depending upon the Company's total net leverage ratio. Borrowings under the credit agreement will bear interest, at the Company's option, at either: (a) the alternate base rate, which is defined as a fluctuating rate per annum equal to the greatest of (i) the prime rate then in effect, (ii) the federal funds rate then in effect, plus 0.50% per annum, and (iii) an adjusted term SOFR rate determined on the basis of a one-month interest period plus 1.00%, in each case, plus a margin of between 0.75% and 1.50%; or (b) an adjusted term SOFR rate (based on one, three or six month interest periods, or, with the consent of each lender, twelve months or less than one month), plus a margin of between 1.75% and 2.50%. The applicable margin in each case is determined based on the Company's total net leverage ratio. Interest is payable quarterly in arrears with respect to borrowings bearing interest at the alternate base rate or on the last day of an interest period, but at least every three months, with respect to borrowings bearing interest at the term SOFR rate. The obligations under the Revolving Credit Facility are required to be guaranteed and secured by the Company's assets. The credit agreement contains customary affirmative and negative covenants, including financial covenants requiring the Company to maintain compliance with a maximum consolidated net leverage ratio, in each case, calculated in accordance with the terms of the credit agreement. The Revolving Credit Facility commitments terminate, and all outstanding loans are due and payable on May 17, 2029. However, the maturity date will automatically be accelerated to the date that is 91 days prior to the scheduled maturity date of the 2026 Notes or certain types of other convertible notes that may be issued in the future to refinance, exchange or replace the 2026 Notes, if (a) all or any portion of the 2026 Notes or such other convertible notes is outstanding with a maturity date within the date that is 91 days after May 17, 2029, and (b) the Company's unrestricted cash plus borrowing availability under the revolving credit facility, as defined by the credit agreement, is less than 125% of the aggregate principal amount of the 2026 Notes or such other convertible notes then outstanding. As of June 30, 2024, the Company was in compliance with all covenants under the credit agreement. As of June 30, 2024, no loans were outstanding under the Revolving Credit Facility. Letters of credit issued under the credit agreement were not material as of June 30, 2024.1293800000012740000000191.3420301,30550.98191,34250.948630000057500000.00.00750.007537.4300400000000.040070000076000001722000003553000002831000000.040813210000003553000009657000001660000030000012300000.0172700000500000-503000001100000354000001.872650000037.4357.5867300000 The net carrying amounts of the 2026 Notes were as follows: <div

style="margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:65.712%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.130%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Principal</td><td style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;padding:2px 0;text-align:right;vertical-align:bottom">1,293,750 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;padding:2px 0;text-align:right;vertical-align:bottom">1,293,750 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Unamortized debt issuance costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8,408)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,388)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Carrying amount, net</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,285,342 </td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,283,362 </td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1293750000129375000084080001038800012853420001283362000 The following tables set forth total interest expense recognized related to the Notes: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:33,307%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.155%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="15" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="6" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="6" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2026 Notes</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2025 Notes</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2026 Notes</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2025 Notes</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr style="height:3pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="15" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Coupon interest expense</td><td style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceeeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;padding:2px 0;text-align:right;vertical-align:bottom">168 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Amortization of debt issuance costs</td><td colspan="2"

style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">990 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">991 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">316 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">990 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">991 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">484 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:33.307%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.155%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="15" style="background-color:#ffffff;border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="6" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="6" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2026 Notes</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2025 Notes</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2026 Notes</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2025 Notes</td></tr><tr style="height:3pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="15" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Coupon interest expense</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">465 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Amortization of debt issuance costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,980 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,981 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">489 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">1,980 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,981 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">954 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
0001680009900000991000316000990000099100048400000046500019800000198100048900019800000198100095400040000000030000006
and Contingencies Non-cancelable Purchase Commitments The Company enters into long-term non-cancelable agreements for the purchase of goods and services, including to purchase capacity, such as bandwidth and co-location space, for the Company's global network. For the lease components of co-location agreements, refer to Note 6 to these condensed consolidated financial statements. As of June 30, 2024, there were no material changes outside the ordinary course of business to the Company's non-cancelable purchase commitments, including bandwidth and co-location commitments, disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023. Legal Matters From time to time the Company is a party to various legal proceedings that arise in the ordinary course of business. In addition, third parties may from time to time assert claims against the Company in the form of letters and other communications. Management currently believes that there is no pending or threatened legal proceeding to which the Company is a party that is likely to have a material adverse effect on the Company's condensed consolidated financial statements. However, the results of legal proceedings are inherently unpredictable and if an unfavorable ruling were to occur in any of the legal proceedings there exists the possibility of a material adverse effect on the Company's financial position, results of operations, and cash flows. The Company accrues for legal proceedings that it considers probable and for which the loss can be reasonably estimated. The Company also discloses material contingencies when it believes a loss is not probable but reasonably possible. Legal costs incurred and expected to be incurred related to litigation matters are expensed as incurred. The Company's network and associated products are subject to various restrictions under U.S. export control and sanctions laws and regulations, including the U.S. Department of Commerce's Export Administration Regulations (EAR) and various economic and trade sanctions regulations administered by the U.S. Department of the Treasury's Office of Foreign Assets Controls (OFAC). The U.S. export control laws and U.S. economic sanctions laws include restrictions or prohibitions on the sale or supply of certain products and services to U.S. embargoed or sanctioned countries, governments, persons and entities and also require authorization for the export of certain encryption items. In addition, various countries regulate the import of certain encryption technology, including through import permitting and licensing requirements and have enacted or could enact laws that could limit the Company's ability to distribute its products through its network. Although the Company takes precautions to prevent its network and associated products from being accessed or used in violation of such laws, the Company may have inadvertently allowed its network and associated products to be accessed or used by some customers in apparent violation of U.S. economic sanctions laws, including by users in embargoed or sanctioned countries, and the Company may have exported or allowed the download of certain software prior to making required filings with the U.S. Department of Commerce's Bureau of Industry and Security. As a result, the Company has submitted to OFAC and to the Bureau of Industry and Security a voluntary self-disclosure concerning potential violations, and the Company has submitted a voluntary self-disclosure to the Census Bureau regarding potential violations of the Foreign Trade Regulations related to some incorrect electronic export information statements to the U.S. government for certain hardware exports, which were authorized. The voluntary self-disclosure to the Census Bureau was completed with no penalties in November 2019, and the voluntary self-disclosure to the Bureau of Industry and Security was completed with no penalties in June 2020. The voluntary self-disclosure to OFAC remains under review. If the Company is found to be in violation of U.S. economic sanctions or export control laws, it could result in substantial fines and penalties for the Company and for the individuals working for the Company. The Company may also be adversely affected through other penalties, reputational harm, loss of access to certain markets or otherwise. No loss has been recognized in the consolidated financial statements for this loss contingency as it is not probable a loss has been incurred and the range of a possible loss is not yet estimable. Guarantees and Indemnifications If the Company's services do not meet certain service level commitments, its contracted customers and certain of its pay-as-you-go customers are entitled to receive service credits, and in certain cases, refunds, each representing a form of variable consideration. To date, the Company has not incurred any material costs as a result of such commitments. The Company's arrangements generally include certain provisions for indemnifying customers against liabilities if its products or services infringe a third-party's intellectual property rights. It is not possible to determine the maximum potential amount under these indemnification obligations due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. To date, the Company has not incurred any material costs as a result of such obligations and has not accrued any liabilities related to such obligations in the condensed consolidated financial statements. The Company has also agreed to indemnify its directors, executive officers, and certain other employees for costs associated with any fees, expenses, judgments, fines, and settlement amounts incurred by them in any action or proceeding to which any of them are, or are threatened to be, made a party by reason of their service as a director or officer. The Company maintains director and officer insurance coverage that would generally enable it to recover a portion of any future amounts paid. The Company also may be subject to indemnification obligations by law with respect to the actions of its employees under certain circumstances and in certain jurisdictions. Common Stock The Company's amended and restated certificate of incorporation authorizes the issuance of Class A common stock and Class B common stock. The holder of each share of Class A common stock is entitled to one vote per share, while the holder of each share of Class B common stock is entitled to 10 votes per share. Holders of the Company's Class A common stock and Class B common stock are entitled to dividends when, as and if, declared by the Company's Board of Directors, subject to the rights of the holders of all classes of stock outstanding having priority rights to dividends. Any dividends paid to the holders of the Class A common stock and Class B common stock will be paid on a pro rata basis. As of June 30, 2024 and December 31, 2023, the Company had not declared any dividends. The rights of the holders of Class A and Class B common stock are identical, except with respect to voting and conversion. Shares of the Company's Class B common stock are convertible into an equivalent number of shares of the Company's Class A common stock and generally convert into shares of the Company's Class A common stock upon cessation of employment or transfer, except for certain transfers described in the Company's amended and restated certificate of incorporation. Class A common stock and Class B common stock are referred to, collectively, as common stock throughout the notes to these condensed consolidated financial statements, unless otherwise indicated. Common Stock Reserved for Future Issuance Shares of common stock reserved for future issuance, on an as-if converted basis, are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:65.712%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.130%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px

1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2026 Notes</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,311 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,311 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Stock options issued and outstanding</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,977 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,523 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Remaining shares available for issuance under the 2019 Plan</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">72,112 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">56,442 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Outstanding and unsettled RSUs and PSUs </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,815 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,894 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Shares available for issuance under the Employee Stock Purchase Plan (ESPP)</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,045 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,844 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total shares of common stock reserved</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120,260 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">104,014 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 110 Shares of common stock reserved for future issuance, on an as-if converted basis, are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:65.712%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.130%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2026 Notes</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,311 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,311 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Stock options issued and outstanding</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,977 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,523 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Remaining shares available for issuance under the 2019 Plan</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">72,112 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">56,442 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Outstanding and unsettled RSUs and PSUs </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,815 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-

serif;font-size:10pt;font-weight:400;line-height:100%">10,894 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Shares available for issuance under the Employee Stock Purchase Plan (ESPP)</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,045 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,844 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total shares of common stock reserved</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120,260 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">104,014 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
1031100010311000997000125230007211200056442000108150001089400017045000138440001202600001040140000Stock-based Compensation Equity Incentive Plans The 2019 Equity Incentive Plan (2019 Plan) provides for the granting of stock options, restricted stock, RSUs, stock appreciation rights, performance shares, PSUs, and performance awards for the Company's Class A common stock to the Company's employees, directors, and consultants. Certain outstanding equity awards were granted under the Company's 2010 Equity Incentive Plan that is no longer active, but continues to govern the outstanding equity awards granted thereunder. Stock Options Since the fiscal year ended December 31, 2022, the Company has granted to certain executive officers and other key employees 10-year stock options with market conditions that vest and becomes exercisable only if the Company achieves certain stock price milestones and the employee continues to provide service to the Company through the applicable vesting dates (the Performance Options). The Performance Options were granted under the 2019 Plan and consist of 10-year options to purchase the Company's Class A common stock. As of June 30, 2024, there was approximately 4.0 million outstanding Performance Options. In April 2023, the Company's compensation committee and Board of Directors approved amendments to the Performance Options, effective as of May 1, 2023. These amendments reduced the exercise price per share of the Performance Options to the fair market value per share of the Company's Class A common stock on the effective date of the amendment, and modified the structure of the Performance Options to contain a total of nine separate tranches with added stock price milestones. These amendments resulted in an additional stock-based compensation expense of approximately $25.8 million to be recognized over a weighted-average requisite service period. During the six months ended June 30, 2024, the Company achieved the stock price milestones for the first two tranches of 418,250 Performance Options in total. Following the achievement of each stock price milestone, the applicable tranche shares are subject to six quarterly vesting periods on a ratable basis. The Company recognizes stock-based compensation expense for the Performance Options based on the grant date fair value and using a graded attribution method over the weighted-average requisite service period. The total stock-based compensation expense for the Performance Options for the three months ended June 30, 2024 and 2023 were $9.9 million and $7.4 million, respectively, and for the six months ended June 30, 2024 and 2023 were $12.5 million and $14.3 million, respectively. As of June 30, 2024, there was $138.7 million of unrecognized stock-based compensation expense related to the Performance Options that is expected to be recognized over a weighted-average period of 4.1 years. Restricted Stock Units and Performance Stock Units The total stock-based compensation expense for RSUs and PSUs for the three months ended June 30, 2024 and 2023 was $74.4 million and $55.2 million, respectively, and for the six months ended June 30, 2024 and 2023 was $138.3 million and $99.5 million, respectively. As of June 30, 2024, the total unrecognized stock-based compensation expense related to unvested RSUs and PSUs was $704.7 million that is expected to be recognized over a weighted-average period of 2.9 years. 2019 Employee Stock Purchase Plan In September 2019, the Company's Board of Directors adopted and stockholders approved the ESPP, which became effective one business day prior to the effective date of the Company's registration statement on Form S-1 filed with the SEC in connection with the Company's initial public offering. 173,702 and 248,738 shares of Class A common stock were purchased under the ESPP during the six months ended June 30, 2024 and 2023, respectively. As of June 30, 2024, the total unrecognized stock-based compensation expense related to the ESPP was $2.7 million and is expected to be recognized over a weighted average period of 0.4 years. Stock-based Compensation Expense The following table sets forth the total stock-based compensation expense included in the Company's condensed consolidated statements of operations: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:32.233%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.131%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Cost of revenue</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-

align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">2,879 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">2,047 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">5,382 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">3,730 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Sales and marketing</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,801 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,014 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43,978 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,834 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:top">Research and development</td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,268 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,651 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">60,984 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">62,388 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">General and administrative</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,043 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,680 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45,370 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,841 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total stock-based compensation expense</td><td style="background-color:#ceceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">85,991 </td><td style="background-color:#ceceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">68,392 </td><td style="background-color:#ceceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">155,714 </td><td style="background-color:#ceceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">125,793 </td><td style="background-color:#ceceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
P10YP10YP10YP10YP10Y4000000.092580000024182509900000740000012500000143000001387000000P4Y1M6D7440000005520000013830006
style="margin-top:6pt">The following table sets forth the total stock-based compensation expense included in the Company's condensed consolidated statements of operations: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:32.233%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.131%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-

align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Cost of revenue</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,879 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2,047 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">5,382 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,730 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Sales and marketing</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,801 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,014 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43,978 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,834 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Research and development</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35,268 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,651 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">60,984 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">62,388 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">General and administrative</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,043 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,680 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">45,370 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,841 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:top">Total stock-based compensation expense</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">85,991 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">68,392 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">155,714 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">125,793 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
28790002047000538200037300002380100020014000439780003483400035268000346510006098400062388000240430001168000045370006

Loss per Share Attributable to Common Stockholders The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders: <table style="border-collapse:collapse;display:inline-table;margin-

bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:18.080%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.717%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Class A</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Class B</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Class A</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Class B</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Class A</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Class B</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="33" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands, except per share data)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Net loss attributable to common stockholders </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(13,375)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(1,703)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(82,620)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(11,847)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(44,833)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(5,788)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(115,760)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(16,789)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Weighted-average shares used in computing net loss per share attributable to common stockholders, basic and diluted </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">302,171 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,477 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">290,623 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41,674 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-

align:right;vertical-align:bottom">300,786 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,831 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">289,466 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41,982 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Net loss per share attributable to common stockholders, basic and diluted </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.04)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.04)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.28)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.28)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.15)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.15)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.40)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.40)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Since the Company was in a loss position for all periods presented, basic net loss per share is the same as diluted net loss per share as the inclusion of all potential common shares outstanding would have been antidilutive. The potential shares of common stock that were excluded from the computation of diluted net loss per share attributable to common stockholders for the periods presented because including them would have been antidilutive are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:65.859%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.129%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2025 Notes</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,012 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2026 Notes</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,762 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,762 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Shares subject to repurchase</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">319 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-

align:left;vertical-align:top">Unexercised stock options</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,977 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,952 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Unvested restricted stock and RSUs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,590 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,320 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Shares issuable pursuant to the ESPP</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">169 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">228 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,498 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33,593 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:18.080%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.709%"></td><td style="width:0.1%"></td><td style="width:8.717%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="6" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Class A</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Class B</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Class A</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Class B</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Class B</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Class A</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Class B</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="33" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands, except per share data)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Net loss attributable to common stockholders </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(13,375)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(1,703)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(82,620)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(11,847)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-

color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(44,833)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(5,788)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(115,760)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(16,789)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top"> Weighted-average shares used in computing net loss per share attributable to common stockholders, basic and diluted </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">302,171 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,477 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">290,623 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41,674 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">300,786 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,831 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">289,466 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">41,982 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top"> Net loss per share attributable to common stockholders, basic and diluted </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.04)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.04)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.28)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.28)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.15)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0,15)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.40)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.40)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> -13375000-1703000-82620000-11847000-44833000-5788000-115760000-167890000302171000302171000384770003847700029062300029062300041674000416740003007860003007860003883100038831000289466000204-0.04-0.04-0.04-0.28-0.28-0.28-0.28-0.15-0.15-0.15-0.15-0.40-0.40-0.40-0.40The potential shares of common stock that were excluded from the computation of diluted net loss per share attributable to common stockholders for the periods presented because including them would have been antidilutive are as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:65.859%"></td><td style="width:0.1%"></td><td

style="width:1.0%"></td><td style="width:15.128%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.129%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr style="height:3pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">2025 Notes</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,012 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">2026 Notes</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,762 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,762 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Shares subject to repurchase</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">319 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Unexercised stock options</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,977 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,952 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Unvested restricted stock and RSUs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,590 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,320 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Shares issuable pursuant to the ESPP</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">169 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">228 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,498 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33,593 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>0101200067620006762000031900099770001395200010590000113200001690002280002749800033593000Income Taxes The computation of the provision for income taxes for interim periods is determined by applying the estimated annual effective tax rate to year-to-date earnings from recurring operations and adjusting for discrete tax items recorded in the period. The Company's ability to estimate the geographic mix of earnings is impacted by the relatively high-growth nature of the business, fluctuations of business operations by country, and implementation of tax planning strategies. The Company recorded an income tax expense of $1.1 million and $1.5 million for the three months ended June 30, 2024 and 2023, respectively, and an income tax expense of $3.4 million and $2.8 million for the six months ended June 30, 2024 and 2023, respectively. The income tax expense of $1.1 million for the three months ended June 30, 2024 was primarily related to withholding taxes in the United States and income tax expense from profitable foreign jurisdictions, offset by the partial release of the U.S. and U.K. valuation allowances in connection with acquisitions. The income tax expense of $1.5 million for the three months ended June 30, 2023 was primarily related to withholding taxes in the United States and income tax expense from profitable foreign jurisdictions. The income tax expense of $3.4 million for the six months ended June 30, 2024 was primarily related to withholding taxes in the United States and income tax expense from profitable foreign jurisdictions, offset by the partial release of the U.S. and U.K. valuation allowances in connection with acquisitions. The income tax expense of $2.8 million for the

six months ended June 30, 2023, was primarily related to withholding taxes in the United States and income tax expense from profitable foreign jurisdictions. In determining the need for a valuation allowance, the Company weighs both positive and negative evidence in the various jurisdictions in which it operates to determine whether it is more likely than not that its deferred tax assets are realizable. A full valuation allowance has been established in the United States and United Kingdom and no deferred tax assets and related tax benefits have been recognized in the consolidated financial statements. There is no valuation allowance associated with any other foreign jurisdictions.
1100000150000034000002800000110000015000003400000280000Business Combinations BastionZero In May 2024, the Company acquired all of the outstanding shares of BastionZero, developers of a Zero Trust infrastructure access platform, for total purchase consideration of $13.1 million. The total purchase consideration mainly consists of (i) acquisition-date cash payments of $11.3 million, net of immaterial cash acquired, and (ii) a cash holdback of $1.6 million, which the Company is retaining for up to 18 months and the remaining portion of which (if any) will be payable after such time to the previous owners of BastionZero, subject to offset by the Company for any of the previous owners' indemnification obligations in connection with the acquisition. The transaction-related costs for the acquisition were not material and were included in general and administrative expenses during the three months ended June 30, 2024. In connection with the acquisition of BastionZero, the Company recorded $5.1 million of acquired intangible assets, $8.1 million of goodwill and $0.2 million of other noncurrent liabilities at their estimated fair values. The excess of the purchase price over the fair value of the net assets acquired was recorded as goodwill, none of which is expected to be deductible for tax purposes. Goodwill is primarily attributable to the assembled workforce as well as the anticipated synergies from the integration of BastionZero's technology with the Company's technology. For further details on the acquired assets, refer to Note 5 to these condensed consolidated financial statements.</div><div style="margin-top:12pt">This acquisition did not have a material impact on the Company's reported revenue or net loss amounts for any period presented; therefore, historical and pro forma disclosures have not been presented.</div>1310000011300000016000000P18M0510000081000002000000Segment and Geographic Information<div style="margin-top:6pt">The Company's chief operating decision maker (CODM) is its CEO, President and COO, and CFO. Collectively, the CODM reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. The Company has no segment managers who are held accountable by the CODM for operations, operating results, and planning for levels or components below the consolidated unit level. Accordingly, the Company has determined it has a single operating segment.</div><div style="margin-top:12pt">Refer to Note 3 to these condensed consolidated financial statements for revenue by geography.</div><div style="margin-top:12pt">The Company's property and equipment, net, by geographic area were as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:65.810%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.154%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:top">United States</td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">188,315 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;padding:2px 0;text-align:right;vertical-align:bottom">191,853 </td><td style="background-color:#ceceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Rest of the world</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150,809 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">130,960 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceceff;padding:2px 1pt;text-align:left;vertical-align:top">Total property and equipment, net</td><td style="background-color:#ceceff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceceff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">339,124 </td><td style="background-color:#ceceff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceceff;padding:0 1pt"></td><td style="background-color:#ceceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">322,813 </td><td style="background-color:#ceceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> No single country other than the United States accounted for more than 10% of total property and equipment, net as of June 30, 2024 and December 31, 2023. The Company's property and equipment, net, by geographic area were as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:65.810%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.151%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.385%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.154%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0

1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">United States</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">188,315 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">191,853 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:top">Rest of the world</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">150,809 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">130,960 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Total property and equipment, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">339,124 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Arial';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">322,813 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
1883150001918530001508090001309600003391240003228130000falsefalsefalsefalse

^CU;"S!@S&&,?A4PKH)R.R;FC<*O NHH[+YN M-3L[J&;TR'"^X@^RU_S.>O_A[.OO!;& MX3;_Q]_;+*ZXH6IWKMI_MY,D4))X41Q@&(0!A0B%"!(_P3#B 3&M\&?R5?D-/"BF#&=Z3/F0]&SEGP1Z,X/;#O?:XQJT;(.?/I1U_7/G MFLH9$$"QO "_BFAY^]>VX<,G3E>XKHN\H.W]3H@(=8D@T)F -J1@9Z2TUFM M^ R0'YKZ,4A:.^L7]2,3K357)D]]D?!1Y%,:8YC1%$.41L(!#C&!G* DP@EB MS,R2GZ0RM0UN]74'EPPM\&E8-/W,:X4U=",5.6':.GFGL%*C(KER $_2F->_ M&Q/SR'T;O=A.&W\M2_:M6*V6)!7Q919DD$8,011BX4KE?@ S/_:\P$MCY&F= M)3I<>&*=Z\F8*=M6:CW]LI'%3*4NBF&L0(<\.]*9[;*SJLFA, (>:L+$XW1=KUP7'8"OA*4%QU M_[5E8]Z&OU>"==3C]]KUW&9I9)RJ&>=GE&9YF"&8!V$,4>RE,,4L@'GB>RR.
M,P]'1F5LU[,TL>_11O]T+_HONNA_U<;WLD"MM8^.$C(&S^.ZO,LT*#M/KWQL M 9X{66*.SL0Y$0.&_A2I#W, =3,<%BN;'[\49OAKN>;]].LW&WY? OBGJ?ZJ4 M2I?%4QQTXRYK@]%*.FM/;.DZEG8SUME&%=<>LM6K8I_9Q>I.-\".6]HY.#6S M:Y/!:72Z\AI,K(Y96A&<[;SE-7 ,#UY>M8YEB\KA^89;=:*KJ_O 4AQG%,$H MJ0*(_(##-*<1S+T@Y%GF8Y\)8]7TX2VEB]0>VRD5P;H_0R5W2+2DG!6U(45MW'Y?\^^| MHH6,&>LAAJ[TG,RG0!@9F,O1,L+<-L=4'7?:_22L*Y;B)ZE,V]'T4OB'C48 MO7B#37>LM]^I&D#^]ED\W:Y>/4T81EY&( ])"E$8,8AQ[,L9'Z*8N9S@O7[M8YV@,+'5ZRD"1=*PDO\\+,,ZZT18,UV=2$Z3IEE7RFO7-LM4;L,.6B,R7>BA M=>K.&;MHC3"^WT=K[$(;(W+<27SWQOB#U[*[CSJ-
M'IYV[]6!U:L7N(\]4F* M"?3BA$/$\QBFB? ?P@"1+/!XBK'6+K83;B8V3AT',D;AD@=PE:?A!G\=RS8C M]HX]EA[Q6W604B"^9; [UGX[/^(F-G9&Y.WL\?1/P_"",T+L@K6_ELJ,;P9' M@.R_15PM:A>\O^%/%:=%]T!!P+)4.*8P\X)(O$!P+,.^?AC D69+G09X(]9B M(WE(8Y[-X4^<;:@*L(HU8 /R9H'G'CB(,,lG AP:9@(/>,A23' M-'%&)2K&J-B_+-^X04 OVK:5R^QUI262TK.&R*>$.HR*3UYC MV5,>%Y7]YB<+^U>E"!?&^X*CBTQ85Y\UX=P0'>2C3T= 5VU.1\C-6] [/ TY,57OHZB#<;_I%_;^Z_|=4S_ZU<-P_U,1%!SGBE9A#IS,+$;?>?!@0LIB M.R+E92$WU@A7PU06[6C-V[7#N>G78N*T1Z$%&S^@>:.$]6*>
[&EZQGN4ICXB8<*1 MKS6P19?@Q(9HP #H.0"2!?!%,@$Z+DQG'%Q"42>;XQ8;._^/S@V QG 7A$![K MX1'G87(X*4)3R,NC(RXM-.\L"4VQCH9+Z-
YGV>V5/HCH?L5O\ROI>*F>XJYU#^N$=E9NE//9F7Q>[!O+W[+(??T,VJ?2Z7GH!Y8]E)@'+5;]8M<_.V MH9T$V*/NM--0L>RU=EPSV]?+BL@Z\?(P]F'
Y)ACC*BPQ4$$HYAB/XTR/TY% M9%V*UXN>+1ZA9618MQ3UO8ZJ]G%9CF_84VL$)3WCYDAV0Y]4KUA^_6X.^N3> MX5B=;8[MJ1YOZZ,2@7#KW!= MU)^%%F-VN_X#5X6T])]PPWWQ-L5IF@8$1AEA$-',@SC*0Q@3C_FAB&X2O7(@ M4\(3JZ(B#&I%69[O?>YH@TH0-]W=U(12=^?3/4"FNZ*D 3L6%J %Z_,6K)X/ M\&D,+(M]4S/)G>VI:I*=>;_5#(SCO5C#^^W2R*K]Y$'32?&)I+X+#6[Z7H?R
MY*^X9LE#+\TX\L3;.XO%>SRFD'#NP83BF/J((^X3'1?]*BXF=MYW&\%FN5,[M1/7RS)/C9)I\KA^_H'_4R59]J,S0CBWA[F];9@K.H&1M#F3-
4M63(VR;OYX* M:>,|]U4(74Q^VZT^;T;*@ ,T^37+6;9_4SFW^_%O3??BWKI(0\%>9#!D#!9 M[I>+F"SW$IB@W"?B :5A:E3(L+?ZQ%Y@.Q]4$@-
?)#G#?/,^$'KNG;5XAME> M;=M8W9*K*/V92U,/#]2%X_$_=BIGH*^A!ARB'F&^X<;2!M&)E:XE"^BF;DI! MTS"G]86:YLZ-8RP,\R1J_GM'?
@%Z!F0>LV=ABAGH!C*[VEK1(3GOAHD!"$?; M(";WVAF&OXNW-K_-\JO\C7B;5A57KW,Y&! +\>0^^))@GV,NNXSR*(0HX3', M6P>!.VUIC7/.^
M'&:#5_>\>NR."0=QF,4I2R&A:0Z1YQ&(/>$K1'Z+LYP'0> E9M7$YTA-; <4 M83"@#"1IRP%P(X#I*;X;&,P4WA8!BZK?2\(YJ^L]2VCFRMU+
A_7YEZ\P[)+ M:U4^\;IYD0-\&Q&OR^C]2:9U/O)F20FAG'D1Y%%"A#(S#V(F?'XOY'X4Q@'+ M?=]$F<>(3:S./6G5YX;W=%5/0<,>]F. I6&,HPASF/A1#%'
"$P9XS"+&,U2 M&D4DIR85\'X ,\|:W\M;P.,LL.G90%=@F%G!GNI"C3=O%!!O=T|\ '"O%>L MAH2N^L&.D9]WYZN&T$=]777NL?
1MNA,/!:^7688BFGL9C)''(1*1#LR$!L.8 ML0B3A'I1]K4[=&+M6;1WM:-GZ*\,0-!T4.Q$,_1(-.0Q]SZ,.7?E;@Q6GM>_
M.!;IR*$X<8EM!>3Z6>AB059+8Q=;UR(_E6G74N,/5;?6YD3TGU.Y_7_:\C.(L2V-"H{]\$:/C4$X/-M3AC,D]R+\C#'6:#5R [9D7IW7+NA*[JU^^2''N
M.F9="$[4,VO?>G77[;??G\3WI3L[\?JQ228:"MJ=_KWGWYM70]I_6+;=UEM\ M8B-QV"A;'CG:LB5+^0\9LVZTK8GEN-68!48S&V*.(/@BN0**+0?.Q-
60N.BT MK4GQ1{7:-@-DI->VX4)V[LHG7G-QTX.J%'KFJU)%\8(T7]=\F22IAY(0BX [MD9.@_ !B$G@P]:+(S\7_H]BHY'N4VL36IZ>M$DAL1]W,&1G'2\|\-
<8:"F?'8 M V! &'24W7D=6@(Z\C?&:ACZ-UT[='VTU.6!IT!ZUK!!"<(HD!&+&&<0A(%4<0\@KS4R! XXVQBHS$\T-[VTR2]G^:0
MUV%3S1J0E[T+MXTW517>E6?9KWV*>N;IASP:,U-V_%A>Z3Z65Q:/Y8H#[HX@ M='ZV_5J^?M"Q=D=PGC_1[HJ K3?
V7*Z>B_77UQ5G12,.4^7L=:G+A$8^38@P MQ22E$)&80>QS*FPR_(\37$6&J6-1JE-[HUUM$%+'/343=VQ,^XH),R(*-
I$/:LG)*:*9\]Q56HWT'AAWH2FR4+1D3RRH9B.[J1.68,!>.2YZ\=<:SD&.L[Q]T'+W2SNO^R!NY
MUEU5/A>,LUD%/!!^D0^3,*,0A7D",Y3&D*4^#E#.0C\QJAD?)S>Q&=IU0E^IPQ#6 M!9470-.S-.Z@,+,J8_W@.^(.A\1K">EJ-/PXL7F'NVL)?
C2X7>\NBWR!K"!6 MJ<:'S>!>YF$4H#\",,4^@XCP *;$ MRR&/PB"/-_BE]!=^GC#*4PX53SC$*.HB2$+&8@CFF.:IRC4RL9?STP+
<";JEVG"QP]LH&D!UWA'39L%S<.:M_]L7FZ^5:R^ M8?_U;FU<#W[F]JDW$84%:E[.*IL."-*;NE%%% OPKBR;=6FRL7@.@/F\=79565 MWV2I 'X2?
VE>ED& <^ZS3,0,.0I13#U(DC2$'L=!Z/E!3)C6]#0;XA/K4\UA8EPAFB1]! MA.,0OH(.8A"J.HCTEN%,",$9O8DNPH277YQ)_Y6KU^4SMVI[_.DYC[\?
5'H$V? +]]C[JZ+* 05]Y7[*Y<%;3@ M]5U5TAM6/C6Z?@F"FR(2[@BV3'D:.O+;:5RW]Y]=F-3 MQ6G1ECCRIQ57AP76[.:QK)KB7^KSLZV2EEZ0H0SA!-
(XRR'*>29>Z81"% 1) MZ.6)ST*Z7/.ODI+>2]T5:UIJD[5J.V10WU?FM=\4';> #=+A5*H0'?!KV8G?U M?/3\B%DQM^L /\!YR.(";)E4D
97("#OFN+<9K#IO(.\;/5?]Y5VS-V[K> M,9A'7>]=K^^X;>:O55G72Y8$;4*\%'J!/*U^(P0)\F,H &5Y'(0XY6[.9BIR
M$SM@BL:9/I".6D"VJ.F9.W=8F!FQ"VT@%?49&D'N23EU*\B6V)^C&>2>X-KM M(/?OLCS%+C>1V^WC-YM*^-
HB0BM*UFXKJS_>/DEC4[_]+D*WHN9L25.&<)92 MZ$=Y %&4Y) PSX@IX]F19:,QNC?W#7^LER3R,C_-$*0X]"!*A3G#7L0A(TD> M\!CE86(T7>L,G8D-
UT$1!?BB=DT49<.V&.=PTC,[#J0WLRU6@E]9&7(DUB1U M'SL]/["]XTC4\9J-X\O-4[QR]C(36M^6>=SF>4&%/EC49EQ<:&*=5/3!E@'0 M)-T9-
&6=XY&>3^F.XLV!$9-\URW\6Y=_9M-\U!6Q;]$8,NR (4A": 7R)Q" M&"(H+$.$?=ISOT,>\RH&=X(K8FMP,F3(GA+W>%ID0%\>@:!$2AFAN#4J1&P
M(SSAP9%CZ:8Z/#*@]&,/D!R+?/$0R8E;+#<0VJQ-?5_>4'5*XM6F%B%!7?/Z M(V]N#MJ8,>(&C^E:CXECCTW
M#K+0H+4(XV+&S6L/0D=IV)DCCSLH112 *;[?H:64WI]HLQ?YF>Z+5W_[IZY%]-Y@8[> MS*YZ+[W"=5'?YC>4RO/R,KTN:
[9>VO_NDD;"K\XS>7S38ZGV8FU2C$AWQYWX]*^B9B9FFG"IZ>"]D$Q4\\M'CL.%FU=Y00X MTOWK-/EF](@CY=8D.JOBFP%Q:!0,[[;L?
M0\\$INSE;\043[Q3-_OZ;E(_]0 MUO7-,RY6L@WSN[+ZC%?\,Z>;]FV]M#V"IU[O]_C[$F4^C1(<0!0GXC_,9S!%
MO@\Q0]Q#*/;BS.AE[(JQ]5_E#W(C6VY*;]85QRL5YW_%XO>?5H+3GX&(?PO5 MNTHY2(9=EEP]'#V#]2,@-S-IMZ_?+!])?COZ"
[#E#8JH"TKN%N!7]0@DYS\O M ,[%DQV<&U6)2<&HPRY/CJ%SU0_*%5OS=HYR#.91CRG7Z]N9WK_SXNM#P]G- M,Z_P5_YQ(_V_V_Q-
L=J(3]L,S>VFJ1OQ:176?XD023R:>)![;GI0CB!A203S M,,TC0M,TC3T3"VM(?V)#VG,#<95G6TT8U;5OS!JQ4$6<_1'@
M]JD*LFGD@Y.1A6$-5]OG2)@)U@IFGX4U?6!Z5G?"QV!F7'M&0,<):%G9#@6I MP8 -889;!MW94$L@')E*4^JS6D1+; X-G^TRYL4^+1\Z$*976
M]@^\,CFI-[+$Q*;HMX]W[X$D+:S,1E@7Q8'*Z.Y5,:K!E?JE'&.0C%L*AVB8 M6003()R>R-.0UJIX8VS=V['$S?>B7L8\3%B2=0(:N_:*HVU=O-
VC%OF5$YGP0@B+Q,*R=.4DH2$ MD&-*TPR1W,?QLI%-D?44\IB$D3IN"6E.=N6V.-,QO_UW\/3_YO=6S5M%O8 M"80"Q/,81PR&#.
<0)2&!V&,^)%F0QC1&$:'^]D]I=/@JID#IT-R^GM>_&NQ M5FX9P2MYHN[J>)+4]SG+.0PBRB'"S(.8X1\F"0I8[$<9"G`S]NU9E\)%^#T
MQ+2A>:MB>F>XZ!GRZR0U;,^/M^@MPOM*U?4_.,SP^<-Q_DDY!-$*3?D.0XPCX/8< "6>N3QS!-60@IST*/>21+ M?*-.D.<(35ZCH,@"11?
TA*WA/$WPLUV4_ MXF691G'B\1K[N+?4T3HIXVX"UQ M,W4>PTE/HZ^5W;)O6R=T1W4!AG3=J:Z&<(ZT=XS2K JL(?*A#NO<8GN,/N=5
M)9,M9':FT0QC,]'J+0$M95LMLC^_]U%$_G^^V.&BO M):>S _?CU&8^>*\E^O$!?+W;++#,I9=Y\$W'3S9KU/PY.!KXNZZ;NRM'C*&19 MYD]
MHZN*YK: #(_U*C8F. A@++RK^%N;[QAN2D<1]&Z)0*.&]_+],Z,4F[!++/< M1XDP&##(*99)60^2$%'(MQ[N-@Y:Z830_AIF> MJ7"$A)EQL
;A^@[LQ^)-U8!]0.G'JE_%OEB^_43M]@I]4?^;7 2H1*1Q4:0 M4D7MMU5;\?]^/;Q"N,[%TTIX)F3%ESC.Z +)
[:GAG8NZQC$7Q13!K:C^L>CYZ%F0UT,QLT M /&SK%Q40Z)^2V*X;7V6*^&V&!;O "9G<^.OX67F&?(.8#N>)N]B4=M.2$_= ML>C;?
##43NYW+PDG8>3E$?0Q91 %C, LBC+(LY(C +B>4;=!T=H36SM=I3; MYJE;VH)XJ;]C\XCIF>B'.%@9H#V(1B05?4D+IL<713.67.C\Y1F;FIT4>3C

M9D:7;[&<5+%:E=_D'LF[LGI3;DB3;U:=[:@_"2>F>)96X^]5T;0RV0QF)\(IT>$-]!+./&R$!."C$Y0&]*26/$5'5CFN?S2"ZM:KE:LI D@9;VH;JELMXC9L2 MIRB8&8VY & E53U]50IA'B#V2$X/B+:UU!:RM8OJ[Q*(H#HT!VS@=A_A(Z]2"Z/A_M\Y@7?#VW=T9(MS=YH+9I[G/7E!GWGC]X?H.!0MBZ]VNDA$]?W.L)KAA8>.MS\:3IW&$!GTK## M9%G+8[*XJ-01Y[\YEL>@56[AD^P+(N>7=-OY.4MY2$@.TX3$XH7$?)BF(NK/ M$Y9Z"IL .(M0!R3%(6^QQ)JM-$Y1FQB_:\YSN(4/]-X?.QYM#3S=HXP<)"DZS)G4_5=6PY MG>=Z47AW.UK/DY1[[NI%H4_,4KU\CXL98H--A?;'6HUF+2CWEQY/LY@1'V;R M, /"@3Q'F1%I W >1XS$B9'Z;U.>OMBI(P>>)#W51(N5JQ6N!GVX#!M@Z,.J M9R<;4[*H&.Q0C&-.0A+F/,Y\;%D@>4)C<4M0J9*_X M,U_K]L>YE\EDF&]_(J8E-T/S\GBK/JQL/U9ZXI"/><27CN0LMO?9U M4Z@.D,7SH*GGV^]TM6&0&W^%E>RC4!]QRO5%^_#=B!FP#.$ M"0I@RCT1Z7O(@RG!PLUG"+//(3SD*C3*>KAB;.AH8L#GHO@MZ1H%\UF# JE22 MGEDYL;=M(GG%A%)G3U SZO@!S\4P0IGSD9@'+H[QU]:MUW/8&604X\3K$'(QSF$"%A8S/&(H@!S%&&/)I&1B?+AHM/[03AJGJ1 M&4+*&-2B{3)'A(LP"0GL0_%NX4+).2AF83Y,$K%&R=E6<)BH]U.:R3,MRX=_M(Z%GNFWE,S._^VW#W'8*.^3>88>P[=*S=P8[%.I41[":\Q[#]^MZ_4-^Z_Z MKJH^/]/7==.%$II]A_Z8GN,-32D-*JN_"Y-6?K+'Q!J&%7X4N7VI0AJBEO:R;_D7OA>F24HYQ$2^[K,4 MP31F.8S$6X]X+&511OIF,/=Z>7I8!7L:3UE=_O&'-OKOD[XEW5@TDAWW60\YS'M-$,I9'X60)1@!@F-,^BC+/%CG"5!GBZ? >47*/PO:G8$9\F0#M"S9F0_F<9L[M,W2&V2XUB%,>HI,_##A;@ %O0#$'!@"WFV$M@Z.3=IR#;5*^.AOH=@6NDX-O M6 CK!*X+I,+7T9BQF-8)&/OEMFZ6-'MS,UXLWW3?SK8U]IU]+_I.2%8O>9SP M..7B2:$H%.]D+X%$9CV](_M#7[P[<)+K^-6C5"-VK'NZ?9?XEC)0I/7.TCA& MX];=F>2&^Y V0FN; RVA1EQH<7_K0HL?=B[T^*JS]+:.68+W2ZEULV0>UFY_\ MNGPDQ;KMQ;B;)OZ)*W.@.K8LLS E.$@CB)'<,"1Y %,,,&L,F*C"\^6%M,1 M;Y@;T[K>77_S[MPE]L.,@.=#$@:1G,.00AR0!*91D >1<+=9;+3==9[4Q+IZ MKL>Y55^T$<_TW]9.8#\36XM.Y\ {[I5V6>\)NY$^B6JIE@74ZGCLYW6HVG$K. MHKK_5BXSCFF6(@;C./4ABHD'LSS%T$L#GN"\8@8M5"VXF)BVR"^/?&44_)Z M+/5LP^0(F9D-NTEXDBT@^/I1D^\.8/DAL^YZ'O[$T^T.8+INGMWA8N;Q0-O[MC-UQ7OU:E9NG=^M[_KUY)>3[AVXX,++$U.4U+64@20-%>P'>E66S+AN#@;QC M$%P."(Q);[@=,R(X^"(9 (H#1W&!AHQ68<'8NK-%!1K"#8,"G=_36!1K\]F!$2.;P!LRXI=^M#_MTS'+,,Z.N642?DAFTRFLYY*? M;HE8'A%IW2U2-Q6FS3)'C,0A2V 01@%$OH^@;,L* X9R[J,LBI'1;//]Y:=._MF"IBA@O0S3*\IE*M9?VW;C>1Y3/TM3&/H,0R1^A20C&0Q9$!$>YP11HV&..D0G MUK=A@Q#R O9SH#TC=]W=M2#53'@X!LHPO^$$(_N>*AI"N^ZI,D;RQ_14T0#A M;$\5G7MM"H?5*4\98*WYZFB"1;=%AX(HHV'*(>8!%<%-2B),Q]Z2<[2*(N3 M2&]PC#;%B0U&>WZX8P$!L!>].G56FK%VTT"P_0I-DQMMAT8(-ZR0\8TL ^W])'D9BZ,\ M32 300E$H1=!'$4(ACCB*(_CU.-&H_W.UW&8F;2"RI#=!=ZA1@9P-@SA%8^8Q$"-B'@^ &+O8OCQ:CM):8H9C M$B4<,I[F$/E>(.?01S"@G# 6)"EGR+0B6BX\L?)MZX$E+?.J9R7ZN(I=(Y"9 M5NG)8E7,/&3\]OIEM=#L)_]W44KM'[>M&P0_C;/Y?R/9W[*_EB MQ%_YDLCQ BSE (V#%"(D]":+?1I&.$HB7_R!Y5KG!ZRH3ZQ26X]@Z&>@"U_M<'?!.#$Z]E]QD(!FJZ6$KM.VH>,G* NSPVW$S54,T31 F:8IVB?8/;(RF"MF7%Y"ABNA;$#0ZF!L,"_@O#<%DV9W9@A-3,;G]9Z&,M MU[C'MNOAXZ,P$ 5>W>$?E)$9^:C\%A*(T\B'0PH)1KD7H9"=)e5'O MU)-4]JY.VM4Z#[CHZ>S5TIHIZT!016^23H@C$CGKAGB*QLP=$4?$ M/.Z*.':QG39^;DKZC_=UO>'LS49V26^/,J,_RZ65E?=?,-5>PIYB?,L$ Z\ MT%$_(1#A!$$2^@1F*(U]3(B/4J,Z(RLN)M9FR8[:HE*331\?RS6H)0.@/X[8 ME*#F3;/:%OM7NXQ/>^5F730U^-G3Y]_KG]4T8O'4\K)Z5,ON77(G+S&S%W9/-M3L^>3/X\#'<'%%0M/Z!EJ#O4O-C-9=ABWUZM^%]T_1'=U50SB\"FX"T):IGYT%*() MS;1AR"4F_@QQB"90FH&([FI67565IJL5_R@;0?)3\?6AJ3]N9.KG-A>?\?I=_M6;W%]$&QL:2,>D'&W>JP5 M%]+2/4L^=I.HC/I-F@(\;KRFA\T\4RL0^]PBUC(#6FX6H.4'W.9 <21"I0I(-MGEIS-BF*1HTZ)T33LC?G!*B;MN.T!.52!T[39>=LNFDI\D&?3=M5+(^5/>-B M)6ODQ9J#0%1NG^]E;'2G^]L.?U@?]P7=1+Q$)"<); !,N-L#R*8)H+ T[CC.7B M<5'?YR;C'DP9,#+AYB,AM@0-6MI;8ZGG:$Z)D)FU5E4S.](+L&4-YF4%)7,+ MH(F@^4$X2QA<'94S)3_O83I+<(Z.V]FN8QE0TP?._BM>YB,M1MYMFDW%3S0: M46=[=ODD[G&>(=D/.& $HI3',$WE<$+"N4>2.&?8:,JY2^8F=CQ[5M4,K;HI M'E7$W?*VUY$'=-S)"]6IYNI$-Q_#D[E.'Z)F[/V#'HUA1#YX*J/MD^0VP,BS M:@\=_]=)QBF1=!7 NV1MWK!^E"/@OTI:)A9\;IJEK_A[\7CYK&ODHI9E" 4 M0L;2&*+ PS#S: 9I(&QPF$9!&FD=0#A:>6+[V='2LWO'8H\;K:N$,,,X'1F' M]4YGF1]3=;AW+(K=>PI;M/P8QUS M>G*&C)DJ'H*B[IV291T9:(KJ*@\:)S1OU: E^%./HW65>'2#GHC0OLNZG[9-> MUYO')]6WMLJ@&B'VA L&\K("15])H.:I M*$F%7\N5\]R$X,*MZ)H0(YIL1)/P\R?. NJGB=Q%49VE8,=Q4&G=H&!XZ$I ME\1RY#>=<)3.KQW!)V$-?X>+UEHW(-I6(V65HOF;OBN_RIW[:!TF1" E" G,O MRR&BO@BAQ6?RW%&0Q#%+/,]HTL)Y4A.["K=Y+L?CYCU]PBYQ'2TU8WFS7'C2MKH7V'$&W=N=X0PEPNXS7R29;O'[^NV%&YU3YSH M#Q78*%,J4]'+*E;]]=?@$L5;R.1*(#RG:5M2T5DYL/*1'"12YY2*I(\#R)0 MV>\X.=XYO(!\;FI,@!D*Z'_]@B/TH MTQT&@@/&. R?.C.+W]:KW_L=6FHKB?+41X+)\R%.\D3U6,E1%%/.8LQC$8"& MQ0S6=FSP5):D\K8WC\+[:UTM.4QUAR#HZ:FA:#"EE$3DGP[\D!/<6]*VX+3WVSYP@7_+)F[63\]OVRZ6.4G(GV:MU4-I)ZHF]^O#V^D%KO\NZT4@4AQ%]71$?)++_91$*E$K0DF889QF.2<$UB'< M':.^NO9@!X4'ZDO>GH@U1.8+RC6E>:/P8]P%X<&V+Y"N!7(>[!L76/XI#3>2]A MW$-^=(,S TE#@\Z8FO50WY$WE6'1-P#%(A-IP"E*,H$1#@]LBCB*(BC.(IH M&E$!L\M5:#A/(V,ILV[6%Z@N>I%[0@Z:(XZ+I(M(W.:R+SV M8530(]4>__1%6]DJHM;+DBE5!\X1.;N \^]@4\;7$74S8&12-KM?OE.$WN,+ M.2+PF2_EV!-F7\RO@M1-Q?*7I^=J_=J4QO;GQR(0/S# B5$#4R+$H9H7.2(M88FL7Z1A'(/:DX[0A#J@Y.XAK265+C M,4]SZK&&R(>*K/.(21GL[>915/\'O'UZ>EZNW\3V]BJ6KEZ;%$RU_TRDWX=S M>0;/?83#E.8\B@*1:UT&C%)Q?8^G]'J2K+>E"RF]/ ?-N-):.$QBFKB=D-9KL M<4YH2%FI!>'-JD<6FY M:N?"E[6D6+]4@T*:!LB@BA'N.1P@4.$.%9VBA)BS@@+/43K0%$,+*.;=%V MJ.> "GZ CH0F?GD]A'Q28O3J]%A[?CP'(JH9G4EF>53A!]ER&D>D"/XL%R5+-97]TXI_)!NQ"(I0^!0GJ/!C-:Z, ^BB/68983D6!>4""0*L) MQQ@1QY:@(^NU=#U%V).4O8_:4PY&$1I7?UMRPY3=2&30I)$IF8RFCIQ==+8) M)%-B#:>13'[6]*!?UT+C)&!H@J.O_M4"?DETV;+J3,;(&"$P0U@T=N$+-,*B@V+GRM@QY#4=7WI:G*V_(E=>R97VT M^46P6(M&F/ PI+'R/F\NCAIRC**,]B,(E"&G)H<(EO!C8 M+X,B!LG0(%V?[7CP:K$]UY6GBGM H1-#Y'4B*PZ!O*S2076C&G#D29;\ 4^J M;=6 *^_;3)A" C?NL36+Z[C!&!@!N@R(SQH\N$W_O'3A6A?<6*D2 MF$529(0%M)!F74CG-/8QRK.,R3-EDI(H*8((9Y!\[>W*H),C/#6[[>F\5-2; M"C.#>ZA&?L"M$U0J@SNF*\O=MH[XMGE[U*P[_UW14)R3-T-[']X#W0ODNWXIH M,OEBRDB&#HP"1,%.W/?((E]$L1BF+! T)B8LTU>V#LEW5<43E-[6=U)M2Q19^ ME6B\5&VG9DB6Y#X*XQIB+!M.,PS% C5(.1+C@N8HN[5F;XQRO/ZP*&TH])>GF(<-"MEGUVPP2+?& M?(-_]IG>&_QQ\"OX-_;;>O7]92D"G\;!=57=5T^K#?^\) ^ZW^&S"SC^5]M2 M#T784Y11X$G:2H';D=2B>E(7#4*SJF4+9HPUS7MEPYVT4>["SD M ,QFML:K;]DN[C?W#V^XC74RLF6[2SCUIYZ%\ M6;6S4!:]XH9C(5>Q1'":I@SI3E%":9^[(=Y@3FHL-&]]Q2^N8-/]=QVT]F;AGNQSK)=]3R M;+$!M LH;76 MLK;O"V@789R$4C;G/G*2A(_;VO=!$69@F\:!S?6E^LN P>:'(^-*/D/'E;AZ!Z!!4S._"\/A4[.]$^A(M*HOP38VILD%JSM%5%]$Y&&=EM#<_&K-LKKIPT@C'OR^1FB MN$V(7_[_]:L\@3W(\WYS;[WQ1HXG].FCH17+01@(>"CW<@R@H=Q1(4TCN:<7 MG3.0.RK6O1QW_+-FA_@_1*W2%9MK81:'?!(3AM(H*1!.B8]R52.9Y4F:8!R& M6:%5?7!B;<=]V5$R:APT1$#OD&LH%TS+-$4"'RM/,&_I4#A<>=8CW0F1#@]D MIS[B*.I5GSO;-?^YEU3E)GLGW[6Z"?VX?B+E:A''!L+A4NJ1(M49QA/XUP$*01:.]C"R8=]W!#V%.4O3],@D]=O)B+$6[',_LRP0I.U'K2Z M8][@E0F+/U8,ZP*0P:&L2VC!SPVW+YMZ0U99"<8%IEOI!FJ,LR"-Y5H@HM(DP-2\O"C"9^)HHD@'@L4P0=Z^8^>743US'@_:E8\!H>@])(9ZSH5-9& : M?2$H8-]!5U)++?L DN5GW=%WA#_=G[>?,#,$OZS7_]UPNOSP]D{)2>[M*15@(MZB=8Q!0^0481IF& ,EIP1$!(@\709B!A&<)N-8Z7NB5ZK]64?66TJZ,#T_ M Y>S=E\N.$RG=S+O*!?QV0&]_&X2):4]PR1655V7-!#19WXM&$THALV?%M< MV'IWUV"'D"+/2)"I]H8<81%0E#,BU/#VC*0QPW$.ZD]DGT7'9F$X'?QNO9$O MJ13>,Y?OL58EF$]/C M9T[$MW]^1[']CR%%/>;_WOC4Z3U9O7<]<7(N]' M:4#X30=N7$$';XZ&]#D8D&N"AU'L!T1HMFB0B?C#^)#1\QYL_0E&Q1KV*AC_MH.'L$,Z;%T66:F?[LKHAS^6&+/N&W]R(8I]2%% B$":<(YIA@2),DZC("HQ# M4(!RE)KKU(@M[686.RI7'FO) R?]C"'*F=\:WA@-,/P<0W'40=)0=C&S0DM'6M])516O..7]$1^V@"B]9#<)>R31YX>KBK!-]43RM0CX>3#\^3OU0^-7.!)&&Q M:=H:0'HZG!9ZVN>\6%Z@,IX5U6K_AE&IC)S1TRO.YI*."C1T3,<_:-ROH5*M MM#Z*]D^]JJHBF!+#-?Y>;QYN7>K-^$E4S='B14^FWTC1#68)5(G!!$0E]-.8T M+$C QQ'!-;>&$!=ZMMJ25/CGG(W,!W<2D$;1KT=U38TIJT.&N+>3ST;/ZN: MUBU4?TE6O)Z7]W9HN-5.!E (I'4FT*8\=Z ES I,;V^^W)SG &X M2Q@#L^551.I2Z_;Y:5OPB53+MT]_BXJ5\K&%C_TPR4*.HCSB"&>8(T"# F51 M+$V.GU"<8OV)3%9X;"]X5#F+G3%4_7C;;IZ.4;_AU-NR.OJ;@)2ESOXV MS.I2YWLKP+I4J_A-%*;.H35C9:I5Q?JC(\Z/J4/I=/"@2 M?7 IPAE)28H*$;=RKTJD:Y$% N>AT=DE M[D,,__M_+PA8:^C;#Y+<.1+ ATI:612R8+GD+&ZH#!20EUY@R>7V3N<8.3 MXIR8.CC]C-GQ_F8I3[.W16,/OVXSS#-&,L[E&3Y2-@IG-$<9C7*D N"^H"2/ M?%"6_DDJKE,X%$WE_]9OGD^_FF(\ I!%PL.LU0F,H-/W:,R63I?GZ8QZTEZ M5.S#,_/XA\U4\JL\YU6E2KE0S394*]YVE-F"17X8AZG43JZ2Z'UUVB6D0&D>M!C&C28&#"**=YP@Y5M =68])NC"E/ N.GE[:$!FFF@-I%$/=31R<\;[]!=0.R[6+9]-1_+Y]Z7$T54I 4+Y#X:-?/^0D13M'"":T53^+XYBSD'IZ'E:KG,Z*L*%M](N1=5!1W,+M2,S<"/MB'I[5!W<&6M(M9VM+':$T[\8Z+?+1]JKQB)GV?A-_7;-FPEZY>KBKUBOY5];6I]^MER5[;_|[M*/Q<1*(+$:AD(J,TU@@*FB"_"!.BCS%<1J#$D2@##C?E%D30=NRY.WS!--^ M,+IZ)L$E9C[(3DYC]65U_+A_=G]Z:3"PQ0.2V8%3'Y66V,*SJ$!,E['S"H= M5FQT96"+G,2"1=+S9\R/$;:YCW(6$,1(P/,HS'%1^!#C()%U&:!'$<,5 M[3E*,\?@#-KLG0=)3U6MB'Y9%,YR)[Y)B6Q5 M9IZE,V^!Y92X1W62DP]8*.10J3##T\C]^I/T#39O7?\WDHHD2O,$A1E56AR+ M3(7H8A3',$DS[3Y6$6&N7=X&D M-LM%)BB^7R&)'A2C)2:.2YAM^9_+5;D17\M7-:9A([\V:HQSDTI7?WC[E?S/ MNFJ,5NL4HQB0D2N8HT!(2A/, $13@.PT3E$E!00PT.;<HEM2]>LL8)(<'N:X27$*$86O+X5K#@VO[NJ'1#LM:C/DDL(I*F&0IS M*EU'WRJ22<<&3DU@)/!++HP)DPSLLKQ*MJF[6!Q5:_M?+|^"SZVU>DKU?%=W_]%P2RKUA#7#Z-#7#O.KPXJB&IIJ*?FN<[W]B >]/N_ M0S-G^WW?)=!+=PORA$/OB/B,OK];^:/"8YIP?N:=%WW(-+!H^X3N@ 32@9MBC*^OUP@!6Q+Z!M1VALU9@A'$-4]<&+HHR%/A$BHUHGX2E"CA6C M)>T-:'N*^&3X!P;6N!+9A "F5:,2:RN:KF@CFB>7:+5J/_F6G>9,+SZ**NN+UMNJG]>9>=@+Z6A)9+R<,B]',:!8% 0< "A 5)$,6Q0"00"4YP&C)"(-$L('W MJOU1%$*BRN7)KAF:$?]!VP1 M= 2-69N@XV7@OJ\JW.I2NCZN1?UMO?DN_O525J*?70;N.*^_HF,K,F#$XY(3 M;[7>2(O2\+*=AJ?O6@.0FO:\W8 $,R1#?!03GN3"^WZ CX/^\7#9C;O[ )C9 MG'^XZ,.S@<'3)A'LNVK-A."UFG6QU\NECZHV!_ %2PBG<BZ1,[2TS8ZD*"L$1]*@BBX-RMYISQ0,2]<],/E9SWNFX!P> M^(S7,.S,?U%)6+?%[:.HB"]I_4T\- 6WBX(1$?AACGA4ICGOH]H[%/$0I;F MK-B"B("Z:IREY/K:I*&KE&7=4Y96YL&DSOXL5GK&Q H",*NQ$WY+U/MM2GAX MLM]6XK6X>U2WJE]7P$^6*E<_+X:#*X-(YIMD&*49YPBG(+(D8 &2!1%RGU!B%BLU2O3&D>NC<%8)PE/U70T/*HPZM[',C8O MZ&]W^;O2-#)SO@&@,9H#?)N=/6" N6_UH27],ZN6*#-K\86IPDHX$H_*JDM-3]-9%[%'A7T2)7'/VVHO&(I?_MPO>*_DNJ?0CFXW?M< M8$PXX8E,:-J;C'C4H%3E<-9!")++<1#ZH-:8YTG-<@V@6K@\]82!>GL>)$W= MM2(Z4'];FHW<6ZH.E'52-%L*>Y[0O$H[*?"1XDX_87/G;<=&2D/-'L7]7_W(M>AI&<4C4',>X*4V^P'*@IR@($^C@$41(8%6*8(!;?#%NO+* MA@=O0_Z&I@&<0\F/LX)))%!"U$RP)(Y0AN7Y)P@R:6+]+,O28O$J*KJ>$:8_)^ZHB>K^,VR6H?$\M>]OI)*G-G MJ8^)>B(;???CAM>8Z]7V:KZET"V_C<,)+@@+B@BE44(0)@(C4F!IZ8A?Y&DL MHB*'Y2),471]#;E>H5TV0F?N?NHT^.?_ -XL3L*G>7-H$Q3@S>" =& 3?NJH M_^PD@]DMK*U;O4EZ]H:Z8I =^NG_:#AK9N@FR\KN=1+.TM4*I>-H-]_)1C0A M44WXG*C4Z@SR(A<@XB6,N)-B!W--QQ% 6%C$*BR -8WEZ2E/0^#Q]THZM0T_: MDS #]W, ?)IW<4Y =[,J23''1-7WA8@Q<>5UW+B[5BQ>%,'%M_6O9T^X7EO M\<" '-WIP59.[?_4%WFD0^#G&%)$T40F/6$@GPR!N1G/];,86O)"\2V9&RCU66V.(32'AL=T&<,@ M\,OS\(*)[)&EFH3X>;G^Z\M*?H&>R%Z*09!1D?.$H22)8X1]GB!*6(K"-,3R M?U40&)2!J4G7]=W.@ OO8UFSY;II_;(NFKFCZ?JU8&OS^9EUOOJTW_Q ;52O\L"K_W\;E*M=CN^KKF5A M$X(?\&YQ2-R[0&YK]MR\S,|[TNY=7LS1I+SWX<)LV^J2=E5!XZG>-9_^9LI7 MKA(QZEK(_^/WY,\%X3$K0BK=X"PK$"[":4.BQL@G(?'SF*>"YI"]QX 'QQO(M=Y.&5B90ZMEXQP#!#'6?>-^4.I]K9[5ER>MY4O>"]DSP!8A8LJ,F',QJ#"^ MZ-"B7;*485>&U@.0=O&:-;US#GO"+V).BBB+N/1X"U7DDZO4"AHC/Z,,4X[E MG\EBI8H3!-E9X1.$L)Y'%LZ>DG M9*I'O-5HZL&5MQ*:#7.G@=-3?2MPP%1^--U@AAR#N7(+?I"< GN@:&]MRV= M5/SM>L75'Y^DH7@E2V4V!@->?JG6=?W]JA+M-O@+*5$X2#7"#]QSEB<9'2A&8X%(#I*A?QXO@ LJ/]*,*0]FR702R$+[(HI&K^_MED X+SBBM$A5F%%^LT/&14'T MA0PXVQ_(U3#G'7R/K[R6P='#H'6P(9T(9P/=K$&A<_"!W0NMP#71U/ R&C/V M.K0"QGX+1#M+VFIV?[MY%)4]86TOX?O&U]6H%R+W:<%XCFA&!]_N%SZB7/XG M]W,:1@*SO #EYT"(,]Z+&\+*>\H>\L=Z4M;W\@]N>@N\(0M6>:;7;?(K?C MQ?NJ@9R%/O?3$##AK7F.-BQM^M(<-9?363\^5>)1GCO)5 M=#\U[OVALZK#R\UA&Y]#OH3KN-&(!#Q[?<$T:+^7NU!(-",= H!+6.F)#=* M-A5^5R[C] [+^YP>Q8H^J/O_C6N4W+/PBY7'@)P@7N?P/X2FB(8U12!A1+8N# M@($]<:8(.MYX]\A[BKZW9<#[LV4!V !K$D(]PV(3&.#IZR),P"9$5U!+-F.2MW*Q&0E?X0ZN@_9QI8]&-.@\TM;9<\ ]OO]=]9Q*7597;=*V&7K4^9!&$B8@C-M'\5QAA&F>8ZR/" H#9,H3 5)4]7 ! =UR;M.%PN&?&:1CK/'2L>??-

^>]F;`MBS/E>_9Y7F3+$;0CJ#;(FI%T)] !0^L2M29P<#=$[?<>M2TOWO4T:@:M/*$ M6.O9J4UXYN:<4$"`NW""5S S.;?[-P%?
U{6T+=+72&.5%I\'A9J#4",X1R1 M*,DI9GZ<\Q1B6T[0<&Q$%(DVC:6[Z=_>%3.&BYXYN%!:F-[?'MVG*7H6+]-&*
*MI+&DQ*JN781\WT[P]2E:HX1A7B=8YJZJ=^%*4)2GFHDO"8C_*B MR%$2%#3.PB@(."C@=DS"L7??$VSJ1 W=^1.XZ*G?9=+"M \H*%CY5LMB2?=.*
*M$)A5]*AY(\YT4[P/+W6Y$G7=1+6T'4" ;GN^4YKP ',&]-P*Y0X8I(AP MDJ(D2W*<)RR(4JW1:CK$'"MC3]H;T+Z@G_XH;'H:,@L,F*Z:XP!66QT!+2GP*
*M**E955E'Z$.EUGK&3+T' >SK%6\:USZNE_+Y6MVV;=X6),G#*]#1/,T0CC+ M4I1G28SR*,[C-&#^]NET60_8^+?_E4D[!I^>;-B!:?TD*
MFGJ;.Q.CF/9_/0#FTS@(8)77E T3\0NP "}DYO[ZMUI>\N(Q?.S5'9;IVIMNO.>M:%P')W P0L8 MC&1_68K IW%P757WU=-
JPS\OR8/V^/633SOV\A513U%%P;"VUKL7U5.Y4NE$ M@#GKI\4?UW4]DL.4>EIH]T_%@:VQZ:/BF8U(/[WD?./01T7;&WT^_DFXDETO ME]?\?
^[7ZE]ZR]MJ6#'3SI6+DG0DQ1?ZLV8FE8T*NO62=DGM;JR\2%;=2$ MI!;[8X]+9J1.)Y.;39',BS)4HI%/F;FXGTE9_4&6+^+#V_;O_U7*S;%BCV]?*
MQ:N4]^^R7M"0YTE",R18K,ZZ42K]VYBC("Q8C.,\C'-0.$N/K&.M5)2]AK2W MI=V<[;Y=_^`]J1@ AK8TP=3S>>U#!-/D2] !.[DP82UYN)I$9W5O84 <^K;
MIR_K9O1=-%GF@S-XWS7KOT]YF M4OQS'6:F'[15^7%7B6=2\H^B$)([]M*KWASTNZZ"8@DC=(T*A"/0XPPCWU$ MPB)"<1(S%N:!G\8^K"6#&2-
*:^G%)GX:.B7ZJ0QLL7C?!H[]2@8QW)K >WO<0BES9*1'MI^4=V>[UW!N2 MY9VD]&75-5I9A*PHA*IQ]DFH]M9$C'*2J/ZN41*';1YD-*
*5UE3Y-Q[7KLJ7J M*2"15"/6$@:VCCZ#DIZ!L2 [, RQ$UM15-;C9D)L>,/G<:%L-7@^0V7>1L[C MHAXU;)*
[XN&F)R]-3V8:5FE:9G]\6#'5!WK;J!A8!09:T]W7=W2RE_]D.8E]D62)$'!8HB5B!L(@$RICCG%&Q@=.(47@>"%U[F:0F2KTA5,?]Y:5U-*
XCJI=C1=)GY$$$^B".$XC5#F^P3A+(Y] MPC-,?="T32![US<9#3>H8>>X!^*5U[#4&3+%E&%/11TS8L.=U ";SRLHPB_*
M!S'#PM:%")#ZO#V[XZKNW8T%O!=_;SY(":^Y CA M.02T#1;PZ#?HZ[N%IQE?T/[*GN+!:YBP>>:#"&WKK*=%<{XS'@2&H[,=Z&'#*
*M%OQJ6,EM\7O=FJA;NI$V25FN3W^5I6N]GF!RV7]JF*F_87/VX()$9*T2%%< M)$*Z/'F!* \S%"5%DF1^0F.6@%KQF_/BV-*
*;LLG*7S;5!I3A%ZZ+IC]W>MGCK MCET5"A0=P\T8D/7!P\8=O"YY5WJF:J8W #-@WWNP)5NMJ^3=#K#^-,1Z]Z(: M[K97R!;K*"Q@9&L*P*
*6';B+@VZ__W-Q5 M)1,WCZN'.[,1S0X=7\6Q*9/$A;2N5*1G0)X[JG]*K6]X\&X;^/0S1BK9,4ST1AUFGFD^8#PZ_41./JEK-/M% M#V(2)'F*
*"Y3P/$,X%11E@N$_;4X.[1S\-WVB\K7KZ6_(6T&G8A[?=1[K)-\T4OV\OJECCMKB7GV2BEN[O?S^6[/"7*FT=1-R?*OQ1#WM.6(^\OR9)'.IX@K7C)N5'?*
6$P8]4PV[7S M6O>JOX8UEA_>O.'GMG-=V9A&NW>N^+;Q.%D\'XS72>#MQ/"6/=_WCOFW(>(D? M[ZV;S;'XT=X^<&S%O]A8K[%3,S,. AC7GCW)V;,3-*
LT'WE;/=O5<-RO[\G? M;JBFZFU2KAXD^=.2+'SF%WZ0,N3S$&8D@@1EB6(13AEL1_)7Q5]E<4])'79 MF"4M<[-*
?;W$/=PXD,|V4V8X;3[6__NUWKQ:;S7*\'8?U5Z!W$G>-_])LQZWU> M?N-Y!)JSZ<"T(0IIU(!I.+VK MJR3;&Q.R7-? JTI]7#7-F0NL8,;K^O;FBW>]V50E?*
=DTB1.;M;1B3<&=O;83 MQ@+:,,D;=. &3Z$VWJ.F!+%P\K TXEG M7(C#)=/!U1ER2]7[!+[NR0TIW=C P.Y&;80$\-T\+.''6'5E@QO/IM!C[9TJ- MSQNF?
*LFC954RJ?FJ,]VBB((PR-(V*13AA$?R;YR@,&:^3T@2ACZHI\;^\HZ# MMSMBS6068%[5/A!Z'HFY>#_S,Y#L9DPR>!{320%LI2;M+SYOMM%)P8X2B$Y_*
*MRE257L7]17P7ZM93*E?N1"5/L$\JEK,[M:K;NJ9C_)4"-3,/AE:=[$0,F!Y&7*Z_G MT[O?OH@AJTVVE&36IIWRSEJ:ZARL8V58IW#)UPE:5 "2>:HH0&^Q.9/Z0>*
*(=).7#GH77 MJGZJFG2RZQ59OM5EO>L/I5FU>NYYUP&%JEJOQ/JE/BBBZ=C0KVD]*_^X8;,E M.C",,"ZU]Z?*
5=E@Z,AH5PYY==+:RV"FQA@6RDY\U\5/Z3B^?7E7\7U53IRD/-M,XX9@H2(QS)_U">:<,1P$+$\H&E&M!HZG%G?M3[VC8P:@J#Y8.< T?$L+A(3*
MJ'OV)83X!1=):N8"[$ML:[,_*\C$OG[\W(Q;^%FF]W?K\Q\S"R)LFT!UHSWJ M;0-_7O 8IX5
H4JSDN<7AC)&"X0#/TT8R3,:84@LX2PEQW9CU_.L'PFDV8]B M&B]L((5P6&69"=S3](/)Y())R6R-PCY+9)[1UU/B'HVZGGS ./(GJM>2B:]E*
MT9<)82PH#],8$1]SA$4>HBP4 C&&Y1]^$(6$@P)_AQ1IXB"(SV'6&A M&>R(1$)@<& @G(.DF,.2V(KT';T_;Z#OG'A'<;ZS'[1\ ;<[P?F!7^0TILCW
M$RH]ZCQ">5"D!1QI(XPY2#QO).DW2MAX.NT3TS^Q=-5]XW 2SGU@!23V?M MP@-3XHG;-*
*X>]HO6E=GT']TY=HO4!T+Z#N_2(K4[MS9&=:,5!(6)_^53[X)PZS//!JE$:%=%'RA*$\S.3? MBLB/Y>D@"W &<5%L,N?8>FT)>P/*ANF[5M^)GK?*
S7DC##)TAR& OR 4:EOPE MJZS-ZEFY /70!W-"P\RP?GBIRY6H:VG-J;2A]N:;]:HN>1.F6:]Z5BO!@P5F M/$]XX:.@2
$2>XCHA(XDB##&C!&6!@S4_AI"W+E;-Z#:]//L"_L@A,/9OG M"B283>NY\ 9L7'G[]-UKH 8V9(@SH,\$6$4BE"KD_#)U1V;B8Z6H<>TCX.>^AM+ M!]-O;
<' "GQ2 $L:NK_VK"IX4JQ#'3O](9/4!57XM-O[;]:O0CH$F^_BN6L) MRIA8=HK;%D0O&<4)_(*IA($ ZC&.4$)ZB(N1]@%A &R;8$TW>LB%O*'AF0*
*M5LT@QEH)6 %V7&]G@ NFV4V)\HX7M6FWW*C>#3V(0X:F^C%8 1&2A>$43+,L M#>N@ O,YC"&9R/> KSMC/HBQT/OY(N;+&%:#*
[Z;WJ?.>RBUMXV.UBKUOWK:Y M$ZE(Y)D%RCU0XIPFC!$6,*1=(JR)!3S%G]"R"%1A@)] GZ0UHNLB/F9+,5I[, M63KSYLM,B7N4-S/Y*
*$R%ZVJSN*Y+3;3NQY) M!49YFN*H8#3#OE:2V='*CK6FHZ6O,/MB3RN+L3 P1>G(6-;1D\Q?H!_[Z\VF M&R?%&.K%Z0_ LZU40]JNCONC4-*
*V1NG#^1_E#W=RJL36NB)/ZV]C#BY- M=*FN7U0#7TZ[&8#97:B@?d>;/,]A MP(/'55"T[+CPV+K>0+N&CL.H=VJS@(KAB(VVQ)ZB6B+8Z@8X3 MF[?*
*_IY;@1UT_]9Z";\#W%; ^NJFN^?H9NN\=/NCZO=:2 > ^L)":=WU,N$@VG= M?46:46_#09YZLH*VTO,B&6V@)Y:;;=L\+\IPLQSY%Q9/[EZ?FV(07>WH(/^]8*
M)^[(F_=:[_6M_UC6;+FN7W1#C7O236N&B6 P?1B5J:O)L91%?RB,D29L%YGM M^W_(JO!;?_0[,W?P9KU] OZJ=\S-2[U9/XF]OR1X^R99?
G4$+@%$92)&/M(MI+Z/,.<4Y9111$@<$E_@-(FU H! NH[5ZJ-HL\:\JI\1L=J2AOF#NCCJ.88. MT('I9L] ,Q?6ZUFX\K9,7'G?II$">XM N2VYC;I49_4?@5
*<.I+0QPWO^;J" MT]OB?*U>L]_X89H'@(!IF18Q%PJ,(-']+E[#K;5FCK!3: M_U(74CU+X@(HX#9_$4;P^T*@P+:N#W7)SGN;" 3CZ'(1^KQ)ON@?*
*I"K5(M^E MYZX]I=8KM>Q?Z_I],:(^3D.!8I*HJ>PL1)G(?,32@1" MN*>H>UORGJ0/26&< &S<_B& 68,1A P;K Y 04D==,>)&9YFB9?#F JIIZ(*
M$WF7$XO,F&2I)\Y^1J7F,Q>VX_HJ2"V^EP^/F]OB]UIS D;;\A[J!IUYB,MAMWG:3U/LV[QL0^V\!K]"'C MEKC?!5,3NMY |
<)3SSK6U6U3V.6;=_T7D4+R_?:P/3/@IKC["$S'%"\5'I:7 MVG+;C36."7E)-]S!\>?NA'M2G!-=<$]_SC"ZH/IS?)"]RX>O;7!]\N%M]Y%N
MDGCSHKM^V+D?]RJ/BH5PUPW$I63;!^)_*E5M]^9?A;VP9MQA.<86I MK;B+=?[F#="X@OREBM_7E)
[4W,T6)X4^T69Q^AEK+7N4@_BP4@E.7[BT.671A&.:(UE]S?[U4LJO MQ_6#PO5ZOKE2?#=I=7@=[>;1U54EOG4YWF"\HC%"(?2P:-IP>0_E?F[?*
*KORI>RQ_S+ZN;UXK_MH^JNCG0;.AJN[GXW[2#6>0)_C.I*T]RI/Z+B\]HQ>-\^Z6,S85HU"B^E9_H/ M0:J^BK_Q^^OF@TUU<],Q1!D=]2% =V!3Z**
*<#B7.@#K/F[@"W6+EF SJSU[*F M1.=K,GPA+'OMAB]=R\S9_B@J><;:E*]BUS+F>UG_LQDEQ8(@##@1B'+58BL-`M"T0Q]E&<^'Z.",8R'S1B9(R8\Z3-*
*GO2@K1%HWI868GI>]"T<8-;&" *PCZ\+_6PI,'W']M_3DF=9 M20R2* 1'(T(G)C$!04"ATCYOSJ1"]4^4R64*=N!!Y=I\Z.T$ +OEX]H'M1/34U MV5?*
*>+]6ZMC!"'2*4-6]NA-3,WMRTT,?>G,8S\$A4<\C_]'?%Y/>::>>+[3_E M.E/L;U&Q4FY(@#3']2,^!:-/Q&W.I@!>0BHZG*18HC'): J/@R,%2LX4\3HLP*
M#&2<^81A;UFU__5E;2]DJ2Q=<]-6<12(%?!H;DO_Y.QE'.ACRR,YS$IRV?#PMUI%EB!!CY6G(>@.Z7F/+3>(29Z'2V[
*#"G1#,5NO7Q1:]>ISYM[FW)5E9XAW=D/;[^ORG^]B(^B9E79I 8U7\PX9<0G(498) 3A M+"@0)8RH?M")*A:/]^'NIV35)W'&>G&VS'A#:@;1AMUD-*
*3W4*WB XT_&D-C MY+=]BVK1@9VF.;LGJPW#*9=6_V$S0_&)5"]44=^)]LDDW,W]%+XO-W2*D<]Q MBG!!,Y01(E"422<#9RDI0M &?*
Y:28X/P371I:\^B;C-SO>O-IBKIRZ;)T=BL M52[`D]2!86-MF)$XCZ>8;""#^>.YZ\9_D\L*[("'V]?=,YIC#E;PNU6GZ\EJ%N M+--5FUMTY?*
5)BWCN<2F(YJ=2Y:S+YE:W[7 MU0'UL52^R$24JR;M-.R7F[.+P;1NRMJ/=*QMP_46)_,:PS&#!3M- M_X>Q7J/P0"S7^$+&W2M?1;4IY>E;A3B:HO-
!W"$),:DBD3! 2=A8]2EV.UG3_HV M3'+M%9)M[U'Q#>WD9/EJZ5FD=WP+,.!O6EF7N<>JUK'H_*;Y^OO(4OYYBV&LX
MOO)^:=Y/]UO:,,X=CE9NH#WJ@>6(S 6G MS-.3;R/ D$B@;(@H@C'TEDC$A0$B1^K$Z4-`S Q\GWF"%L:Y;PQ5."WV,N M<$OGZNA>[(Y4;86*_?G*
LTT$_E%F_.G_EJ?']LF/Q_&Q(K(\]WM2G25FS@I M0LCY0SX)4H13^;<\\WU4Q%@Z6WDN_"C1KSXY6M]U!A>I-W)?25Y7J@RS"ZNJ MS#?Y=6Y[.WI!Y/]?
*WFWAW3]V)Y!!$@0@:?(8\E MA)2#7"2I6;G'4&);M15GQ9BHG3A^;L;:B+-,[]<^G/^8P>@=(;I?JO7+G8.U\/P*CI7P5R(?*
*M*KOLXZ;WPHDD"GUM'$%B6AGM@_#312WY2CEM*Q&.CFR[&PJ.2W:4",U/FUV MJIMR&?Y)5F$A.1A3 DJ$A7K M%%F LCP0R \2FDA?/,]"4*S3C*
W'6B^,.QGL&V(IMZQVSU&,/0\H,:AKP= M1VU'L:NF!2-3YYTA#@6A,1E",%I\US'*)^(>OF(O6.JAH7RZ_K'CY6O(7LQOA?1-//>O8]DJ2 MWH*
*FH+S]E)S3)\!+1829R0/I+'<-')/%K.C]U(+SE;Z/B+-7 #_V.9C"U-5F M\>EOP5Y4F[#;HBB9Z/M=\EQ0+)("\< G*B,E023".?(SED8B"7@<:=7'G2?A*
M6+.V1+V.JIYNC4 RKEUV!(7IUY&,%C5L6IZQTX|\>G#RD? ::=K(PK/HVK1@ MO;9I?-+D1F$-VY6V#[B^+?AT"]D4T)OL:2P
,.#_Z=;RYG+$M&$$?]81E"<9 MWX_.VQDJ.9Q8V70(R/V(1&E!4,# N$P35!.68J"($NB. T2D6:0H-XA $.HUIG/V>F9&U2 MW#WY^V-9R]-4_5()8+;5R*
*KNOFA=XJBDZNW(.LFRTA#/TO=OC-*L7T4-D0^_ ME3J/V&CZ['K,-T4UBXCY-)7_@T2LNN]$6* \R6-4A$64<#7L$%;C]!5.UJ.#Q@]Q5RU0/R2$ G[1]W*
M5-ZQ\^.1J.-`X_;MHYX\N?R-/VNT>]QYRK'2*!+1/1B_.]G6!*8!U(M<+@:Q,&\42$-NF4<"'1!LXQ^I9E[91P(<-PJX_ #%U1M?5NOUOT,[G9K["+2*
MBY3ZE$=9@""N0<*U);TE-V13RBI?GSE;<: M&?QN IK>)F8/"I@FMB@,"6_KFCK:%H<[Z@EIL\]H/+'YRX8F!3]9!33]E&E1 MCSR#*<-*
{6UBH6=%8R^%=W<\/&?B_^U%-;BI8 $);*V.1H3ES70L AN,2 M%\C#1DDM1^.1=RY\]OZMW;>P_WZN^B["6!VS"E>9"("$4ACA&.
*[N6*S8H+HTL?'33U?$S+&,&,?#/D MI+S;K#5GJ.)QNF049I"W+VAJW MH]KT48'X1XY?DHZG^N- #[-S30\;R6;;S&; >O/#YMYCQ_V5M^4?20&0DJ 9*
M7-C+T.[^\>Y977"C+:\;^UPKQC'^>#<=^QGHFGF^Q2/>!)TY+@DA(.29@#*.L A#E*69CPK&XM#/<8 34/FF M%;X F)]47;ZP0Z2X<7.SS-*
*>KRQ"N/A LB$WXFLB1%F2 !PJKC5)ZG$1*D("P5 M#/,D7:S$@V)7SU)J4M92W[Q5WR%]X*7J:DO6(PU=F%74A5'/[MF$QC3IL1VS*
*M_5//PL^JG^GV_KF'ZGH<*I,42(C@]M(AM:C.G1H)@>)$FB3H<5/KT59!WI$W M9<=NNJ57?$=G$5*?!Q$K4,;] F&>1R@/682PSX(L*9+*
YQ'$P]*@Z=A_VI;N M/K2Y-U\;OXDDZ)?V_5'^>!8]Q%*=9C"(1A0C3'"\33)$!1/8#T@>)B"] MUR/K6/6W!+UELS]NU S>GUZ>O)XK#'H:, D2!A"
=0.J:W,OU)5J9/8RTN81/G;VO?&W-=;VW>28=VSN>[^NH[&\[\Z04;KK MR_/SLM%&LE3>.:D?OS0L2AV4#OOG\O]D+-@E.56=@4*
<)"KS",LSW,DW>\B3N,LY;'6O(=9N'6\N?4, MJ:SSIRU+7KWE2<6WUDU\RR0.,,\+'=_,?KC7!-RP!HQ\'>?>EO4FR6W+O-=P M?^5MW^IMX>TD&-S)R
6ZJ.6-7LCR'=XJ,WWQWFJAJG P[>\F\+TJ?V9DU<* MS1.>!^*I7&+'7,R9:SP/H :SX252TG\]J6+1J.\U! M$VS=SK_32SG>OEL.O(8%=;*^+Y^:(86_?*
*KO[.FB[(_W]>_T:=%V4Q@V+ X!@ MED07&R>CMX'2FS4>UEA_OC[$^L+NM24&/&96G/1<;MITOIOUJK$=*OYX57C9 M7ER0(A-%3%(4X8*
*CG*8"Y1G/44)XQFA$@CC1*EO4(^?:F^_)M]N@=%19QX5' M=D94_K"&A68F4=2)F-G$!F8)!I2]GG1SZ2(=BYZZ53A@=3/V8#&M?+D 'G"U*
MBIZTD_4F$\O,6C&B)])AS8?F4Z89@RH(H[X+;7^<8<>KAH4-LKAS!MF<5-$5P!"2]8Y,MT6$&;4>U:TQUM=>M MRF:.X+1XU!(#1TC-G!4X+?
1Q.J#&.X9-J;#4+2N7Z^7S6N5?]LM=A>L=Z(J MUUQ9F9HRH]&/$]3N$ Y]56A 8T0C<,(14D2^"&?T8REH"'U+KAT;#S:W UZ
M/G>CZRK&FV##P&+WF1G=T0'8_|'-"]6S5^_^FH"7E5/9-1>_(7B+,Y<(VF]) MYH3'>5NHN83YJ.6:4V)F9E_%CM>KI@-<-][UN>_Q\%[7D3?
*#/Z^KSBXI[JI') M1&*ZH#'!HL)"M+$1S@A&:)%D:(\851@0G#.0-,4P!S,8:[K]E2K.&N3)[V] M8\?*
*[J90_:CX#S!&'0ZUG;)T""#P"MX@UO%SUAK+O!],SXQ7KRFLY\GJ6[!E. M8S0L&44X_5D-GC$\A\;,?"%X,/VSZBU^7=\6=U7UC^K3BDL+`^J_-V_5?%:]_*
MJ58;_F75_*;^O.1_UO5@SSK\OIC)?_R6O%_5+"91G:H.;92=W(7]-JAPY]4
M+M6N#;XT7%WKU2XT_8MT9%1BL+1;UZLW;_#DYI&HV^5RV02LA;K[>GY>EJP) M5/_1I6HIZ=I@@??
QI6I_\BI/P[Q90S_6;^DE3F\'S/_^8$;R1WEUEH=2V87=`MZ*K"$@NSW6;8A6QXX6%Y94/?\F3#F>VHB-WEV,+W:1KZ4812S&.$ R$0X5F& MBC
*)\C!+>92"P@3;E!U;Z9UN_UU%;>0T7407>$!O1^K'[OB\W_C*^0P7L/"V M/$%MNO-Z@% XCCP_\ *FYN/DW<67IV=)2L5EOJ[K>H&+)!-!3A#+XN8X&J L*
*M#'.49%$;Q'D4DQ TSTF+JNOKABTQ3R();%ZB!YNNW; ,AK4;U0%$7\<@,K 6 M)&M60H=FC-;"0 ,QQ8"\K!!TQ]1*4PG1=C+ M5CK]"9B>*
<%$JNDHLEW>/\[$\>VD.SY3C-"2\A[7$M33G9,XC&O/!=+:!]<@F+:JC$DPHBSRL599Y%\V MRG)RL5G494R.7F%&/W/1UM06#W4JBM,N1(G_21>
*:7[G;G";S"C@I[IF=O M3I@B(#BA**%8(SC)$(9R@0$<-I$,9!C'5& YRE +(!\'[^36L$;S=DL.OY M CQ6'N.B=X2\2%]8*N_Z57V:A^/_&*
*<&+9&)AZM/^^4Q'/B'0U&//M!PR#/-MH\]R^;*Z9DR=$M3"]:9\DO9X,*:FX''&F."H\/,.85XP1!E5;>@R0:0[6R0< M%N/1(.IX8VY9:"YVMDQX/1<>?3.?*
^Z.%J&;XQS).P.B/##8C@\1^ S+;"/SHD MYXW^ $ X"OY GC4IMFE]_-OB_ %,I"T2]Q59L4>Y(?E$!#D5.0H;X\!I@/(X

*MIG*W]G$2R;^14"LS:9R,8\/0DE57P75'V-MTE"'%(V=!&M=|>Z+#=+V3^K;P M>IK>O4VI(:4R-J0W*Y$Q00%8&3,EW$1%S-G'9ZR$F1)AOP)F\M.F,Y$E46,W-M_Y"W^15M&!!.4YR1!<1RE.9'GAK#@?9/]>T*_"1E MK2_J?I/]>[BAVK'0)$N^]/T']](FC9,E-?#5\V$LP64X'5MA,"#>I^&TY/M)-MJ38'8^L*:VT]]B3!F4=BZP)P/_]:^TEKLSGZLU1W7[;MI>%3*N3!ID XED8#MYT)9#A&BL"A2GF54%'IA>CCI64XJ;7>^[6&#]\3'!" :4SZF5C!T7E0W-,%O7T6U*A\>-]O^:=^E+_#;NNAS;3F+:<&HC[+,_M]{823N4">*C1/A!7,0\B&!Q%TVZCHU0QX6W96/0B5(QXOWTV^WG[U!_11-2 M3:?%/E! ST4/(XLIQ(:BV_)C-*G.Z\S H#CR:("/PR]+[\1ZVW<9D(AS\)AC M=;_[=.NU5R 7Y=*"5-6,PE!]Y-G9#&ZBCQ<;[9;QS-"#"\8SWW$ M6@N]72'G%RY6F[(H5<5&VX:TZ4 F-?0ZQ;_N'&'YNYT=I>X3H&(-MW:[>DMY6 M_P-@#[,VIULG[GCVADQWW9R]GNWFE#=@W.LXOU+^1;D1Z&NI*D0'@CAMK6@3 M:7<]&*UP^=[-&FU"K=!5T2HYDUNJ[T(>U4JV$;R)+#4%?9+@P8]_EU_Z[[_] M7C>_[HX(*2]PDN<%BH6R[CFCB!(:HX3RB&5)EE-1+*131]=Z%UG&G$!LR) ? M;5/R>Q\SKK:|=%C9284-Y#+'W/$=>[$9D$19HEWM-N*^[9]U+M6V!W^2C'F M_:18^[G[V.31S2K$D NX6: VNZ&[");=W@7XS-QR6>^_HRW@!>#L']->/ER M1GU#UU^[%B_-SM1,Y^L4)O93:?_C%&&)C?P/%XC(]X0RDN* !YSGL=8=P!0A MUQ'_-->J[V'3MM1O:H#Z8YT'2,=QV1(=9YC-2&]G<$?%!#4"MP^A/X)8!V M^YP4;,K/Y_D%%5N2,&06_/Z<^;A2WN^G4YMWF[DR]1S1I65;/[ZJVK]*V/ M:S5*=!%3$0<988BF]F+?#S)s>'(!VG&"^)GF4J*U@]!:-!'2?L.+CR&AX;M%W3+Q567;-AR LS(U,%3+UA@&2684?NZ7CUTY_/[/O#2:O,D+."S.D!02^=N M'8JSG]$'!$!R>AR&/FK@M78_$^G[=':7[W@_2Z'^)C;W1=.HH#MK\+Z1H"\+W M,X1))OV9U&9/.P093E#(E"T#S"\+$EAK4)':#F_:U*4O2UIKZ=M M5*(SAIF>(V@)"9@%WDDO-ZL.D9[RE?>|+%6;1^L%.1]BVLLL.TMI[E2R*9%/ MY(Y-/F(XW5*Z_8W7W]J/#V^_B/5#19X?2W:MTM0.QC6)(*$^R7*$"Y7 RCF5 M.N_'B 0Q9HQF@M0*S<8>=>I8UT'9Z4 O9-]>%!4&R1[\W9L>HI/X,Q+&.9Z M-L,=DL;GR.YV^!@N-^.R+D/"UAQ+&/%YAU<: 7,TL=)L%?,&YN\WP2^7CJ'93MY>1!K%@IZETGNIVJ)#XE"24IRC /$!8!1UF4$R3]D;"(4M+A(H9V+|K!P JYX%<@<6-#P_@M.@!Z7E1A^7P6"Q/SF_^.S-R>' G.1, M;K'"*F?GY*.AFMRJPB.3TP^Z^]XK>WM?;05W(N$R6OL1GB,SZ91T7]/!+.?'I MBX=W=#>"$6=1$H<9BF+&$6:T0#3*(T1%*']"!?%%8CB<8Z;KXEWQJ/%T#5"IMQ442PK>=?CJ&@\[)LY+8GVSQ'M409\4;F4QQ<87#K])=5?][C.:U0V#1OPK M2T=)LQ3R4)OQJ;A $IA2=$2LA8W.,&Y4J3!<9[8JA1/,#RL43OW:8***Y&R] M$BI+]E54;Q]?Q/VZZ^AT6WQ:%6OYLI0'!:CJ 2SI6"\Z3KR>%8_.".Y.VZ: M,1L[?J[I4 0*:US!%N,"VT#!EL<-@< +/I(Z\XT -@0N_-^75D0#'#FN'M M\+KME=+=@U=X^2]?\(3ED18)&BE*I L" 1RB/?1W|$PCPD1>$+T.4/E($9 M0\&[CPD1<)+(/007>4$"'NG5M&=E!Q*B$R#(FFC=I%\D)O"W;$]!!V."\,+8NO(X)S'NI=5; HXNK\Y^$#U_X MM-J4F[=/3Z)Z*%80RI<86T*#],*PU%!PUPT!#,.);#MV+JSC770$&XXX4'GXZ:]D![4 >F[>%Y7ZJ((>(5S[G&'#G-+T=N2='*-,R67 MM;X[9\C,W&AG7-CCSCH3GS?*C9M!N](J88GWY.__[O+3:,99N=:-YTU.0%:-H)5WB:V1!%#S4$O2YEV+NN*M6Q<),MDV3"PKSFZ@*0CDS9)6N9.L4W0@T% M7'Y9H2..0!3@F.-_)CQ+81Y'N"/J M-50]21;JA_BHNO\7B"MD=NK+ZB!PWM&F M^Z"9-W$O MV.-JO5P_O&V3D_M 6%ZD:1:&B!WR5I"_J>2.Y"X) MW4&4:%(R2[OO>3]S:K&3XA[NH],/F&GQ+V(EI$U0Y50\]5R5ZJ"Q*5]%=<MW:[+*/59%J$D"AC"@F.ET2JR2XLD+T(?QP*BT5I4'6MWQT.3H$OVN(#IM!Z"M>OIM'1>8K@\AV6=@>U%O7_-!,ENR GHT9$4((!@.K0/L8<,;+U'70GQM&XC7 MK"J?=Y?"1$1%D>4,15E2(>P&$0/J9O?K8ZAI7@;9P0)X*V0._R":%I6S=%(Y3FO3*;%OGH[DCC$?,2@YOU M2KFZQ2*EJ.!1A'"2^B@+,4.)"/R< MA-P7&>B;&T;>L?H/IJ.U$;JR(>N]/,MO/E?E#6S+JGD<$(BXGIUPAR/,=#1%M(#M&KKPM*]Z.EVT$L&7';GD(' 6+92, XK.7D\"!.55F8K *)(`XVWKUBR38 M92,/+1YT2OKT2JYMRGJ%?KF^OO/Z5/0!#_I)P1J C-L)^UC [,(8# XFGNN+M;I3LJ[\;#F^^J(.4WL!3UGH3ZTZFZIRR3M1%>OJ277RV/V\.R/3/(L*EOFH M('&"<$A"1"C/$?,)#H,\R,.LT&|)"F? L1VX?=G4&WFT;F:2R1/VRZJ]4VP[M43<_NKNL);4.R-_&8@[H8&;C9-OCMF74@)^]WUGH/*V#Y 4MIRTC:JG7]"2R MCAI, |" =9;66?C]6DH#Q!M)0U9Q\@1NQ/K;V)]_?K03*UAFQ>R7+ZI*UU M]=;$,C.X8&J*T3?Y_]?2924/XF"64<>.I_@!%VQ-8:3EF-F"!^Z5V4,&ZJ'I MR&SJGHVN/;=OIB/D@6.F]<@%@Z55!H;4(G65M'G[MMZ(4SU7&*8!QGZ(LB#W M$29,H(S)_W >1U',! XSV'1&7(P/2_)>NH$0U8 M/IM3H[7HSC\\&@+'R1G2H7@^WTS>N+ ^Z>&_UG_]NGHN;U8UE_^&!EW&5W&L MX.W,E/OR29ZTKCS)@O?KM[LO*@Y9EQ($W6Z]&FA,;^SV@(#I]20&#D(N>K(: M[><32|\^VG>N).-S--9\PV\Q;(Z"A$*(W="+Q3;:B0$2@_?C48DL[;VG M:;BGCG_83"V[2<@JU;*_%VG[54NM#",2H[P(*,*B"!%A:K))R_;> M9#3WA0]1S#-T'*OFENK@/L^H3?4VT/34TX+P,_4UD1NLHA-265+2KCAB.4Y(_B*]KLNJBNF&1QWE&4I1GJLDTXURJ)_51PQFI \)[>HFN4YN4(7F/1D#LUsT1/!MPC,F/9F+O9_T=,$Z!I>@G#>=(LD2^^'KJ1.7[CWHU$*NKT*W]#W)P$^O/P]. M78!;T$DXQBVN=21@YG4,!!?7H+J2FMV$3JX^WV6HKJ![]Z':#YD=*]_Y_[S4 MFWY(Z9:8L@Y?5C?DN=R095.D0@_;SGP7;8=8H?H^E$S/KC_0N@#;N[LM-5U0WUG?KRXI5S<%7-=RZ6=<;;\"BO9/N7#A:M.A({9W?6L_-LF>C:]H6[+='L5SVC5\#X<>1/%.C)(LCA*G($ VR&)$B M"J2%S^0:6G-D3R_O.CNF[9/54#3MA]N'QKAYO%Q&F#$#B6?0 NR4%!?T_]I;M;N;F7Z=$,>[\=?)3IFJD1D%7S^NJ4=UF(O2-*@JHWF[67"R22(2%B#FB,?$1 M#C.*,AYF2(C0+UB>\R32FA"G26|>1=MCX:H=T^XU.VC#B*K?.(RZ"FD-M'",-O0@7 \75D08"31Y??V;5UA+V6-?U'KH@.(3-DM3UARY-)]3&A9)C"(;MAE+?_0#1*,4H"--41!F-PP(TC_V8A&,5:TAY'YH;MDM&0^ZAP@I2!/)_$,4XM0+@9>Y&)"/F)\#E/BP33$#;[XC)V>LR 6'FJRL!ZE^]FUF9 MIX2Q.BQSC\ {3,L\)>#I<9DG/PD/S-Y77)YGOZSX?;E9:K40O9.F-RPF*F)X6R2@\>K#4;+'0TR(_M Y]G/F'>LVN7!_M=/,N7^^B.U9\)$VV1[H+F 4TIBY&@*I-5\ 31-"J0R/(T M"A(_D:XZM%'7!$W'JC6@Z162J$<A=H0Z/1V+,N P-2S:;,U;*@U!$+6)"(L2*7%B,D" >I/,J3+)3^?903@7TJ"J;?CF*?0;?7!\S1<8?M1 Z/ \(SYOBX@VT_!\@A'=-F*G)5Q4_;T!EC'P?$9XC$/$##8M+U)$2)2C6&[Q29"*(N$AK&/*<'GG%_D=,<-!TOM0Z'G0Y@+*M@]]V0QZG)P2 MP5HCD[W%9^Y6;0Q@F#BT0%:<|31B M(.C^,<-D <-&,;2LFMRVK@NW^CY]KL2 7L2*O77-BF(_"0EC/N)Y)MT>$F-$ MJL3Q9)#0,LD@Z08$/JG;5H.G8Q X(>UO*A@V>=!#4\Y,LXP*SK&;

O_[LMZZ;2 M;<__4R;:I@:+/%I5O!09?=XJC(QQ+GO%SA,24R"(HMI8730'R,T\4%"N\)> MJF7)EB]JBL-PQP881.;>OTL%MW#_[4E>]4MM7=:TZP2L.T=W.8$ZLV_OED(UN@BS,/0% M"XD'4ET3]A/K\7?*

V)/AF)=3>=^EX>B.GJ/Y,;E/E%_PS'/O2D>99$02PM@.GR$QL%[JZ_(IR%6II(TD<*>K0+@0G@1HV M >[$A^F\K>06K0F&!+N@0<')96=N4S DVG&S@L&G+:N>NXU-GO&?7U:K-R&^ MB^IUR<3W)UJ]GVFM[K/]>UF7 M;9"K9^+-6-]UY4R[7.YZGW.U?A%5F8>RD. M8B+U.TH23 .1XBCTHXQX$>&945N1R3F=\>B@2UMQKG@]O.Z.S7*;^;,S.W7\ M*3X1F-72G&'-&KJG;[J[P\'0B^Z#:%,<>TZ=]^X", ^F)9G) 756:3\;GO!7J M4\-]5-D^.4'+($]_/M"]_!M[V|L"SN,XB (/)\03F.0%P9F?!CA/TT2>UQ@C MQ.B<69D)L8E-\WSIB5D)7EQPP HPQ# *%F&%QP! ,PM"GJ@GYMBB[ZK?MS$]-F M(JBK@,(0J7DC"09""X403-ZQB1W4V[E>*D5?-]DT+ ,[\>K$&MJCB#X*N<#S MLNP" O+'_V9>!G9*:I, R44"0^,A0{Z;S,Z(I=E?.-XO1G#&6>%.8Q>G'\, M[LCH2AO>_"[_6#8KL2 QS;TLYSC)Y7](5L0XS\(8\RC,XH1QPH+$U'WQ?O&)

ME4S34#N@'WS(?]H6!)T?'3$.QKB+XA(186H%E0[DD#@GAI4;XFBQV9P/Y\3H MNQS./F-]QE2#;:]NHU/]SY_?'N1*VC"+U$MXP>7!4AXU,? &"%*2/10K>A=H=>V FU9UQO!H7K[#AA39;47%ZJA6M+OK:3;6KMA M22W4\[0XSG3RW?(S*^)IX8ZU[\QSEB4XRYK15>L 6@0\$X(S3R7_]_B9D)]6 M902G7N@0}0@4A*2C,WE]&0E5K2:&6%K!0I@^!F6+9"@93]@.9YO&LG!+,525+ M?^EY"U5,"54AW+]&>N4EBZEI:

]H^UZ_B97*;=9N5NV=U4&;+F2PFX]NGIYQ M_9$?%@V11[..!;=9&PZP<)?.<0DS<^=Y. #N1 *(BU5MBTOJI^N2]S_4,&QY MYM*+-

S>TJM2PJ_:XE!4\SGR5 ,IHC@DC"'!F1"AR'82:OUS'#.0I\>;T.BJS(\BQ-**13 MCGL X3WT#KO43(&:X:G=-1; H_SV>Z3_TN/@"E$U%+)EPE5/,2NAG16+F-"

< MN5P$,.QP0CD93O[>CBHMKXKOHBZ7E>G6DGP-(H3GL8X)&F!2;*<<7Z>X"2. M0X\$B<@3T&W"G/3$EK:E?\DTZ$' R[R)!.E M!PG_P"'3)H

,SYTV6L';,FR/>9_7U7VU9D+P^K.4YZYY$M6M;M)W."I9D"2- M/%I@/_-B>< 0%&>$IYBFTI@43*1^G,$]58$<&&G-)56KFG#7H/"2^=-09,W,

MRQ1H6=F8+2.H6%?HPY87D)3A)]1BN.-GDFG4ED@X,CU0ZK/;'TMHWALAVV7@ MB2LW3^7C;?E90-1>Y*^XV38MU-

\-^9).62D\>GU!]8UM/+8V'3ELW7;1EA/?$?W MU5*JGWJW1@]/\AX@K^]{R=?(FX*V7J4:*:T^*]/8QF6?Q[5F^VC@-FR63\% MAZT-

GEG&%V^&,PHRE/>AK?CL=!HW<=-U4YB6*ZY_D+> MK.7WJ;IUQK#VVM6+E"9)|(<)CL/4PR1F*_F]3 P=T^>LY> "TCJ.5D%[/]{L$] M6.*U#

(T(7I\S725A>,#%#T/3V,A? D=KV_4*VGY[<>AI&VZUZ"RF M^Q)QMQ;[HC5<=+=HEV^6JK16?@;UTWK%'RJJS@(?Z9N\10=9FO+0PX7OYY@4

M,5$E\R':T]RGS"N(^P-'#@*HSV>]*Q7MJ+IRJV;+"FI;?A"7S*_/\KBT$K1N M@(-*88 .!F^G@A%FN(^Z:O0XN4([7E#'#%+<3-5MPQ"$25IPC-

'^@7TY#&$9 M;M9ANHAM!E&Y;,27Y:N01U)Y$7E4=*[K6C3UETCJ2)D:U0^#]$"'Z%H*JFKP8JC].8=MV@]_M$01N,7

M[6SJ5]&HQ(_[:OVZY(+__/:W6AGPW:R0??QDEVD:$A;[$4NP%X5<-5D.,"TB M^3>6>E3]LX 963@+A^WA*50V*X_1P:%*+EIK/Y&Q?GE7W6D

MOW&7.F$-_["IF MYF!69%G3'&1*7PF>5(&%-=+:\B$MAZ:='7+R69?)]M7Z1 M9O3M7GXY&[FT^OZ]D)N;/"45F]6792$68<8\]JK4,T)C3)(XQ]D?

1CB4MZB$ MDBC.4M#\;0.:$UN\EA!:24K C%0#N,P.+HY!@!F?!+?$KI,EKT[%CX IU\'P9 M@@>>;&HNL*L$4P.*\R:5FD-PE$@*>-7.$J@.4-

62J3+&D\4VIW_:[3E51&8YS/(BW,UL5$QH N]1 MJD""'C8\+!!Q9I8M8F=5.%P"07*2:<,9R% M/_1G(0DR$A&0] LH@L!M>E!WL*I

51HOFPJ!66CDF4UC!*HRW$R,]T72@^S MR. ^^'^[ND ;2.+*NIRC,:C0'1'QO"X<>M31QM"J7Y6-]+ZIMD^PE6R0%4VTM M;CG"R

MJ]LDZBND23K4Y"&)7.GR21KS:O.0F$?Z//BPG4;?EJQ2]XJAF^[T!SN.[7MDKC(PHQE,9/7ER!F4O=%(?=X%JOY8%&4""_D#_2' M9)3BQ+I_4

.OS]]]6\RZ.-C@]15';_^K[8]>MO>9%[DHV*\[K6Q5]<=@&"? M;@^[VQYN_0ZF3OVY9]*Z\^:.T)O;EVLF_@E/KN&+%{2)8[IJB"L:U_L:!\0N:

M>1&/B@)'B9HR1L(0TX2H4P,EC'A%YM$,W!SN-*U9O+ =:8N&9F< ,M-R1V); MN$NW5%LE[%UW*YL6#B73X33R.2X"'LNC?A+D(6R\U(^-

H_R/ ^['WK__#_K\\N]'40 770!!KK8_M713$N?MMQBC'GR>*81.EF'*H7(\KOD_'M;W8]U:QWXN]VWQ#-/'SKP^]7V< M_V-3-[KBXF&-

]C_=!KCONF:ET]_O"S;<3S=% OB@&@IGG$UL_;D5 0+/ G$W0=@=IC^(;#"#$Q_GL/!>/"^4(?\#9V< M^Z!8U?.OMQ_*R'@6^'1KUP"ZFF;MC*]YIU>[AO-

H6K5S K;N SV%74]FY\M& M;I;U;5L;PW_>-%_7S=]%X7#T^-O=E7K-Z71OJ;ZU'_@O@AY.XC!M^FVVW-2A@H/3><>.WF_0;_V_NE;Y'4^

M#MV&4(UK[00H 3=I $ 3^$Z \MNURS:D,5]S;)C0!ZVP@:_:-+Y61?'=4'+5 MVF);&O!Y77VG*_$+;?2X\NN5_F0%OR[Y]V7YN/_-1_G3ZT(JZUTI5,WQ;H28

MV@H6>1QI/BE2G"MB M7X:!BW6%:RE!-PJEW5)_7S9/Z+GE7+67D=NO9%_7=)=H70IYEJ85I(/TM)_T ML/7[DWU^,*NIF\3N^;Y".\ZQ9!TKWJ_0ED?

YVRW_2 j_6@EVOT9*!OF,D@)) M,72=OORWQ>"!.3Y52!OQ/AVG:]=U_,_S*0/[E<^""TA[\VEYF+$;^BQ@'C9/-MGX>DS=G@<<#2;6DZUSZ'UTR(@C

G!/!PDJJLZ4[/)0C_&>1#Y 15)+!+?K!YR MA!)$[ZU{B4=K,?%KG<3_%8ZJUYMTZ)#>?1,MD;G2 V]?>S2S41JEM4B7)

MNI$%.+1MXX];QHG9D^'';E;@K="KT MSV]Z,,V#+MSA49@3/_1QELC+([*,80@$=2QV5S%1L=H#1O MM'-"#@U[HI'S\V)SO*R:N&_/6N1+PL4 =>>.+-

]-=N M0*ZZ+ADU4U1Q_E_;+HGO^BJ:QP[@Z(Y'$28%%J;R#C%U'#6T!LDJZ_"G-EOX MP1J(?B#"?I$+6S"U8>5MEX3#G*FOZZZ):?L=TUMM__?

M;4.E+'P3;/U8*I>(M/K/B$G06>>>'SD..$I:K-_J>89FF&@R3U@$!\S0"547/PO7$5K*C@C0E MM2//?

EDUCG9&FBJOW(<0N3\]RR=&D'Z[9^>A/]Y$!;T:G4D[WJ83:A=$U^NTR M45N6KMI$C6UU4IYM[:/>N#RWS8JPZ^90D_+\8]I-S?

$QG&U@-0MQNRVG'>^U_MR#R6\#2(,:%%(?\3)#@M0KD[^'[D^:D(\YA!;ISMLK/<,]DF!;/%G=1FQA(N M"\R:70\+

#8]A_PZL@W=HK,J[Z$@[[7KW6^=C[#LXDE:"3^U&_Y7\4?S\]+M8 MO8I?UF7S5"^\+*(T"2)<1(6/"8D%3M,DPEGA^8+X24H+T)3=R]B9^(PDOQ.1

MLWF6)NB;J>=\F,'4>G &[JZ-$4R?4'I,7K5WPKO28?LJ-_A,/S#3A)D_RRA-_M_'" (9N052W-

'5U6VE71$NPRZOA=^4T%XM4$<]64K]XG=Q8AHT$<$\P2+\,$ MY2FF T$8_K MZ@UH!Z&P&U]^"<$$VKH==E?;&;];;M1DRAT_NLWF-

HJ'G";.7@J**P,')3^O M2;,$Y\B(V:YCV>FOO>/+RU'74^CLN(=%GON>7P04)Z3(5*,_!-,HD?>:(@XR

M(4]IA1]M[^";F2QSXD;Z=3@$%V:NMAW)=3CX=&$>L*^?,;!F)LDQ6';=_CH> M5/5BQP5Z-]'EZG"DB\.N?V#Y7;7 ,R<\;Q] ,"!'#0'A*]@D_1UW*^VJ MN4

MPE*/OM3)P23GGL]S'PN6Z!G;%&>"4BRH'T>,RJN?%YB9&"#ER>W+1U$(7;?* M.JIM"\&V;QL\,] J7W@KOB MK^MG<:,BJ=7;%_K[]7-CFC8%77=B)>

]805M^$_ H(2H[EM0-3#&%.JZ09< MBGPYFL-Z/S600*?0):B"TJ%LP;#*A@(3FRT9RA:&?BZ4]1]VXS9?1;F1Y-2D

MPV7Y>"^J8ET]ZV[P^6KYN',2JQA*VP7QKO@N?UH7\]@B?_=E68K;1CS7"S_T M<\[" D<(?)D$3.?'?#PPTSCW)V,Q$-0UB,[&@SIC;.9A

MH:X!/1X=ZIR"98N]]?/SLNWFH)J$R]NC)"5*)H^@TA8'L4^"&"<^B3#)/8)S M1H2TQ820("E$!)O&-4!K8N/:HZR=R:Q/&WWXNFY$V[X_!0[2&X+/S (Z

@5F MTM[C<4#68=^[<=E!3>X_,V\;]VT.A6,BN5^U6H M8%C@^5E73B4\E:W'.0Y]0=H*TCPC&<[#,$[^(]?<+#'1@-;$^VQ74+4CK@.X

M5TC1AX17AN$RB3\Y P&FM /RC]>.@8& Q):< 6(73[+Y8@!#1T82CH2+AM>8 M,41D),QA6,CL%+"'7B ?U"'#PG]"CO :JY+M><[TK5 K=@Z^A?P

+)B;XM,P.23_X,X 9Z^N[F]LK M--!2K=BU5-NS=86H;ICV,/"AP(M IH/-547)!!S.6YXR'<1'M2X3DH+'_!\J M?

EU5+#Z)Z7!0QZSU9U*:!OI,O3VP5>]1TS;YY@.ZTJ. 1N(NEA-F=AXIRY1SN MCV8Q%AH441L4S"IL=GK%V6)C@P+U

V###]I.$"A9G#/N^2F4N8H*I)WP<>G&:<)%X;)E_OC1C=I??A]O4A#EJ5I[N,BR51^7YQC M&O$$\R(N D**4$("N:4!Z4]LZN1W)P9V.0/B9W9OFA

5F.EK&5$M. Z;C5[M M<@3?KE164"[T0(:N E9RY+ "'FAT4KAJL :G/VWW-#IJCUFR6R]@9''6_OBWK MIM+;36O-&E5&^R_LOI)&KE[42F?

%7W<]FN\KY9,/%3+QT>Y/28\CM-8I)B) MU%,%' 2G<1;A/,W"..)!)CQ0JO&%_$P>]-X=-2JA"VA:IT.S94X-S.RX4[XA MW?4(O2@&4=-RB#

]01K>']H"Q[$L_*3-3-R/^,.G\4%[SJ%0C]7(-E[*S:RVTA%T[VVGIV4M;>EN:/1=T6\]I*V= -*E] M/NI]XZ)=+=ZN4IV%49*):

%IP4F49CCE(@()W&1QO(HEZ<'U'7Z0GXFMJ7? M>QWA^MP!K>*%F!M:Q?F0A%G%D>YMC@=P.8;#E>&[D)MY#9\;Z(X,GZ-E;<=_

MG32ZU]U<6[K2I.N']<.3N"WESU1;MNU):A$FPDJ8$> P#WU,0AKC+ GDE98(M+Q6%QP0WF@[LA)N)C9X^Q;#]*;+]:]O+=LOS;AXP7:%:LXJ6+9O]-

S\LR^ZW MAN=(-Q^6B6-PQH_ Y1ERSUT[A[U&#VMYL!2HX]#2TWHIXM#Y63,A?\&KD_ M

8O)5PX0,YAM=0F5F:=7.0#D>#Z5BT5AVQ,7R\6GLE&3KSB7B]5@(;FP,#D09"LO+M]J@]_[(_H0ZM.8M*&PBU5523 M1UVX&*__6-:+4)[X"B$"

[$6>//+15-YTO:QO?7(%#Z\0E\=!>Z^A(C",6Y/ M$?VF:.*K^4[@8N.C@TI%T9%I3- -+?6A]629QBVD"/]#3U1=PV'EU*1E6NAV

MWN/I;MF[>I/,CUD1$1REH< DRSR)[ZE&>%7T#J^PY6!YE5>%F?RHE7*?$P53^4GW@I+R+5 CG, MY7Z3T!3GB;2284@$(3%)0YI"]AM[^>UJ

BZ5/_R-_SR%(<\DO+G!9&??RQW MB2"*5;)>P1I!NW'&' :)-4RWS3:,;$##=KM2<\R]U ;Q-/;7K4)3B9 M67YKV6$&7@G=TD$?

ONB:D.MWTM]3MUVY3@KFR(X?KCVKN3XIUGNK?/HAF^QZ MGU=WQO!R62?,' M2\V8+7]*A,,T^9-/P/7@_O5%MXG?Q[T-

5>'HQ8FU09Z=T6M]T,!G']J\0IH7 M<^TX%GM<02Z2&*8C)X2=HIO_H%16&G.\VFQ*>Q&BN=%$72=N"A:9:K4=.,$J8"UZ#DQS-T)M:Y+574(VOET#P'

MD]E!SH'P,/6SD1M\BAN1RM%Y[AR564]V(Z*^/^../6ZG]OO)A/#@=YM"C2(M_,C/&.9A'F%"2(XI"Q,L"N9'-*;$_^J!HA 4/4WM#>[-YNL[_QW.T5'=A 1QZ

M80.WF3F8&$2@>Z_VVAH%MFT\W@NP,21H;'A8%8C=_%$[PW4)4O!C^B[B=C7 M_!_UIS_8ZO%7NOKV4JFQV-

\WS_5F_)+UDWYD*^ZTD3#,SQ\Y:DS%P[FNN_+_MZ6OE)F>KC;XXMM/#OHF7=;4;]=X+.0!O A;HCE\5I@469]$L,6V>Q EYRL;B<6Y&:[OMA#T;_?7+

W#!]?.6\OJONF]?J4U4^UO?\KMPQ\+51 M/_^]_E:LF'+^T.B!RY_7UP2R5_U)3YWTL7Y=LVA;$4OG:J.J!^A5RV1O5%%P^H0K\S"V< MBX]IW.3-_G!;.#

<'XYC_^D06RN[Z8+^;(;4(5A]R^IR6=MDU<_+E?BZT0J9 MQ)&7'1"S"]J.!)CSW<$;2#'|*4I%QFAJ61IQ:?.I#7INMJ>BAEB T*;6'P[!A MNE0ZX$G+7#"+Y--

C"2[(.NTM-G.ZZ;$8QWFF)YZQ;)).ZR?5FEG^HB)D,=9'F"?Q"$F7ACA5/5(9YE?D HX,/F87(8@6Y;C4S+ M"6I902TO5UV!V56_>]A=T?UT2@ AY7P3

FE7ON<<4&"UGB4@(]5YT%5GK,:S M%/BP^LYVD0OFDIYIJJJVB\^K]>]_%?Q1_(4N2]UI577L_2:8LFK+8LGT5U+N

M+;JOL1^G11ISE1R:>9CD28IS$LM;4,'",/1%1D0"R05UR1S(_-NEVK(GE3Q5 M*\<%4X>>0K*'GA1_-N-/77TH9D?$'P4U;(MHW40':!

[F>5ZUQTW%+=+L7B'% M\.ZW;;_I]VSK)PW80]7\L MFZ>;C3Q"/HMJ'Z+G/(ZI2.2)FJ4<$]]C. NC0IZRPRAGB9>*W.A8#24\\8FZ M8\-JZ.

(X:&9F<0HH8";OXP I==B/B?]=.H&V7$&4 P@JN\LYA^-D?\040V.P MSLPH-'\?H^_V%T2/B]K1EQ'E19$)(>Q!Q>2K+N)!_ 8PR+T"T2HOD-

[[%';^8#JG/!=WM%U_<1U7FLM-YZ(=_+MZ;YDW;%Y1Q']MJ7I M< L9DBSC@5<8Y)$LKS M(0]'G'E$Q*'G1_+W5MUS^E3F"5#NVLET?T&*-

KHK#4^)PSB9QBTOE-X]@-D7 MW+Z7SBG!+N^F<[#JC^FGX;IC?Y?(D M.8_#@A0X"6.BIL@F.(VDLC)21%D>>@G/"T!D9)SBQ.JJ""%-%>2=-T#***3A

M5GY@&$,3[[?*:X% DC[2N-C,/3&!!A2L< N198!B#"IGD0AS:<>B#P8KS1EQ M,!?L790[**+1F)?Z;/XN'ZFRW*1>*&?>HS@(*<4$^Y[.(L*BCGQ]'_'U&<$

M-*OR'*&I+Z7OFV,JRNBWEO9%S<5Z6)E='EP@ +RBV@E_8<.Q8\DF:3O6(_,# MFX\=*SO<@NS$\Y:-R'2IS&>ZK'0%PKZB>\'BQ,^(8!) 7UXD4C_"E

B!/9HQ M+\Z")&@"7C!G*4VLNFVV,&U+P)X%520YH@"OH5====J*@0JM0821TWSVF] M!$;QSN-HIM5.T(&I];.R4!'MZD_V9!UVPQJ3S%4#K+-

TYNUY-2;N49NKT1>L M7525&E#T4;1_WI;7C%4;P;<3B]2\U+(=M+H?:;3_W8**R"]XDF*1"8Y)G.=R MZTXHIM3W*(^R,(A

!N!2AB:V$QTSVXYYM8X3KW4,6MD%Y35;[9F!68>+/PMC MO^)L"(_=D)HC|&'+VT^]DF.+>8\'#7L;^N^-4C_WL9?Z00M=X[-R]B9VP/]

M!+P3KE(WZ*KZ3Y++-:E^";8*B1ZNRVY.F69%LB=?GMBFZ5(F->AG1%PV+:X MD0UF+3IZ:$OP2MX^N*H@V\B3W*#,H*JN8;&L"K7.+#E;

[=6P2/URJI$G)YR1 M^DVH>XM<5%7O;X-RBTB>+UB0YM@/PA03+Q5TV3Z;IX0[0-CM/S(,AS#9 YZSNV&L;A.QB[#//71U$ M:#TK?

@S(PL7',H!HRP':V[F5/O_+ M-9^!^=%0B,ULVY3 P2S:D27;@=AQ@W:LM$^@AR$0X>G+EDBX2E&&DI\W#=2D

MG*-48]MU[%,#VU*23R7_2!NA1_FQQ"$01X"PN"ARF-$M)$41Y%/RO M?I+"U!&8;9V<2Q1)]DB1A2<%'N(R;"V<2 N,MD %M4H'/"G,1F WK*##OB9%D)

(MYLFD4-KEH3B&%)B<8@W(2*H*?-T9$U>LA3Y,8[%?!NX,UEVH'IX??RE?EC=E MS2O^>44?39W!I]^>.H"EB**'Y;.Z*/SR]?YV]PT6W-Q)?$;P<2?

QY3+#3..0 MN.@W1=M1\Z]AP:S6G,U-/"Q2WTT\\N2$;N*/&R$Y"(B?I@DF19ICDN44 MIUX:X((%?LR\1/ BA]28FQ(&:2]\?KQ-26D=(B\=U0E("Y3NG5G

M=M[V)_35;0(G*4VLNFVV,&U+P)X%520YH@"OH5====J*@0JM0821TWSVF] M!$;QSN-HIM5.T(&I];.R4!'MZD_V9!UVPQJ3S%4#K+-

M%&,^KZ/WYO11G6/ZG<_]I&/PL^_=IJD;6NKSS.-C\ZG2O8NNGQM3M]39!296 M_AY=) E7XI$V DGR\L2PWM2'K=ROG]>;@6&M %3&+P1.

($9#)=8@&X&H]: M70S.KSK;O6!4L/ZU8/QART;7)_K\?*CB-\A#S* E9(7?WG('&$IJ1G5B]3S>JND*:$=1Q8EDL:8BKV_*5;:UZDR?]\+.7/EG2U

MZR5S0U]TU'SO!LMHE%&57A!%+, DICI.DCS#09SE2> 1QB)0(O6E#$UL?/;5 MBU?OKME;'J_0CLM>]Z0MGV9^N&D^*C.K->'<'+-G\V/-G>N '-

D"""]F9U83 MZ0J\]\;3V;K3AAQ53OB#_.#%(DMB$J4\P@'S0VE'$XYIG$6X8*'OQTD6$0H:

M/0OF8&+#*;^GR31'QSV&;J./5LA,&8:\:KLU:[(F#TD>P3%S;')/_T\9I#R" MQS9:>;9WT5NFC,(C/MH

M+A<>9@(NDQODDAD6SKFKNCZ+R\2FD8T]R@F MD:]*K *.UGKW5S,N M31/L^R]-; 0D+2F_=ERI"7^]P^"_ =+]#Z058:N\SY

M@Y7F2Y@_)V$=FVVU';)^ZF;46V2&D:AU'@X2S- MD$@6 S9=@UH3GW?;#D8ZK_6-G&$;<$F8)KMNXXA MY* M.W0ZZKTN;=LVCAT+

[C98@+R.=E43BK-NI0 (WN^?D%?M:_P?*EK62V6OOXF7 M==4LDB0A>9Q&6 V!P"0I*,Z$_&>^7_.;%.%?^??=9>!?_/AE;R6[YZ MZ[YA(O&$UW&*

QEP+NR%KKWWMPS-7O M I$MM<]86BOE.R//1;KW?LW95>^,4*VD:8A(1@G,/9CC*6)2+ -(L|+U^4.DN3/P#Z3^ 'S/@^#W+VY'' M/W:Z\1B0/VJT\5F^_MQSCU,M_RGNJR43_H(F)"B(%V(1AQDF-!,X]1)I@2.?!RGS@DBN"FJ):$9XXE-4 M2PJ]*%KH@!1:OEZM:%6C%ZFA]1.M!+#=]S&@A@9R IB]D]S@#H6E .R9>)_ MUJAEXPIU(&L.7'8\A(GNK-.A(=F9.QS"P#CN; A\WW)0#9/GR.U*G6^&+-Q7 MT=P5ZI00^2(*O2# @H0Y)L)/<9KF.8Y#EHK$]{G\'VA\#8S^U#&)/3=;'^G! M.6+9'2/TZ0TXR08(M)FUF1 ^8,2CAYS! 4PRI,["3D]4EEBXFI,#I#[O]!P[M:(YFZE@N8SN(MW/HME?;9?FHTI@W]2+R>!Z%\D:9%(QAPKT"TX+'V.-^%(8L MSE)B=+ (9(S2QL>FFTG:TT8XX;JE#[_&> 6O<->0* IC!L)7>8B3OL&@73.4] ML_#,@WF'Q3N>53ORO-TYXIMHY+U'\$^T4AV7ZZ[JW]. ^'"QY]4CRG&.2!0)G M/$WDG23V4_D?EN6@X\)I,C,>"KB0]fEH(S+KQ#@OZ?G\=>=KRA/^LU/R_M]"C6C0)4'EH\IMK!=^E)-8 M9!R'3/Z'4#5'-B,4QX3'B4^R*/% U3A#Q*;6TAYI=;;D:KSJ4EZ;=/T<4QP M3^Q#P!D>SQW! 3R+OT.B'32[1>)F$ GXJ=M 1%='[''%2\YZG#80^.CR;O&-1 M E/6Y37_1_W]E=W43;>SF!; G'AWZG0D=5E0]1Z[#+D:?1?5Z[+[9@(]7TX) M/JR6+F2&J>*8N [WUC'A[.I>3BTX7]7+/@#@'-2]#S]GMFN]&B7S=J#7OBN_* MP5SWNIW\3.LE6P21***LD."I# 62^2%.$YIAE980>E&69%X"V49!U"?6V"TO M>#M[2#O9:[2IV[BE\I!M],UM&\'-=A'9;9Q3_8!P,S'TLH!XOJEF Y,;= MUFX%@J.]'D9[ULW?"I;WIP&[1>#'@^_/^\K=E<]U-6GNED^Z^/+Z)Y6O-] M U##XX+)6I-' R2--FXE(4 /W[^A/2NHY<7]\"&$$SOB1PC4N,!MA HGC? JA0 MH:V.'D8$9CN*0,3M'TU [JET-/V55DNUNWZCC=AU"]/,5, $AD4^# K-,A>H2 MXF,:1!E.242IX")+.37O;'J6SL0:OZ6+%.%]/^2Q.AH04L,J[E!^F&;/(3]D M+:H3",S:HYZ!PE6KU%')1E]FGG]_QM:IHT(_7 M[_:FC/S\MG^DZVNDQS]UF5OUKZ*6]IO#BIV"IH67^6F*_80)3+R$X:P0#,=Q M'@=^4&09;$[U%$Q.;#<[RNA5DE9>([ZIU!]O[5A6:R_0)!^7F;/H1W\(P/NB M6A__K'AYUX)ISS#*WU#_N8YII+E6;=PTWU>HY?5JR"WE<.3&A-BZ<Q!8OS MCO"8$.2C41]3TK(O-[PMBW75WLX?U):R*"+/BSTBR082&C:,KN6'&S4IDJ\+#WCV6?>)*M!$)&HHB#W%;!!03%N8X$UZ!B[1(M612QE&>@WEBH]M=@OQPY3'(L-^XJEIDUSE284CM(H30D+(S\'U64:49U8^7;$ M5:Q_2QVM=^2O$ 4,/X+A:,;C.D<)IK#3ZO*W7 6,2YEZ4I MI]C+&<0MDN P_0?_I# ML$VS?!4WM!&/Z^H-TJ_OY,L3VY$=3;0E"NC7=UK:81/@1%"8DA_+Z+1OWZ T M5L'RTRO.%AT?%*@? #A]^T*++I=*^^F:UKL7#^I?R9;G.#K7KDF_H M"@WB FN1;2"T7-I\^3FKO-]*C0)YI*C(]C6X3]>;D2U7:[7A0\ M]#+]DU*',S6^*6>J+SW!A) (@X$'N46%4T'EF_:G/KFW1L2:Y.]I!"ZT/ 1GW M@E\H)O#D"I+0HICZ!P7U% ?KC=SZ?1)88XKID_9ELHW?5X5T,ME^7CO:BT M%UUR?)>OE

*9;\0>VN>0?8;&M!43NM%7H] M4=AD3L6 M8GAD=!?SGV>[QE>AZ&.>T,O9]#NN@[Q=]Q(?91UD3X5">-FM+E$K961-E MM+O&]_NM/'R+]F'15D,A+7B5C^VEU^??)K-+6%U6?+C*(7^8^.EB9!,W1M!$ MDHRYR!/0>4;/)$ON3*9&)W/2F'T[J;L!]<]\X515F>UBMMN16[D<* <$\S]$2 M@]XT*=6")%"/G#)}+5,J,V].@]C'"=T-KW^>VZE>%=D*6N^(KRM/'AG.C6=< MDV1\)#)J1[POX]5B\ SC/ SKZO F?8/Y]'&&U\3Y"G'V9=E_I]N! ("!V\98RD#*4'I0K$2:T) M"&M#0()\KFTS^^9I-[ZQNID)N'1@"6^,Y!$HOQ\Z5S)HJ9$.HDR9B&1F*U. MUJ;RXK8RM@\8"?.GN$TZ7/- H.;8)HX23,S9*G2I 9UK&AFQP4821-;..@J*.MU\;9*7IVLC_%S=$IE=L EA]]$9!H>;'K&(D<4'K%I#LJ'%$Z)+ L<&9K5](? M_4Z#_RGNA*JIY M&!U(I9TA'*@N01*B//3SQ&C#O'#@G*C=3^XQ>BH$ >6;`^:S[V.4W(O+WS'V M>3M]C\!%U4V_G,7E^/MJ M:U!'S@,8(- Q)0FS#)J2;R/F1A#&:=H@DWJ(5+8 MD\&GLL>BZ -H4.?ZFK)[L;'&4;;6E#0'B0%D_[.A01OR'X]8#D*+VAF7 MA@:5]IWM1^/2?43? & [N9'=*:F8;QQ.XP]+GV;[2I"%01CD0X!B6RV@<\|\0H'AP(#6R&5X KQW&G8OSU!*YFQ)R=E^#] MOU?E1Z! &87GD&;,H1>='0FVS*^T'F) .;-<>^[]+G0- :W*'1\^L9U4.7M)S M(ZEW)>I[.5LL?T,IHTA'G$]>/97(1C!E?!$C-B%740(HG8%*NFNQV-9%AK6% MS<"KIBJ:. IU=8$S_N]R=3/M!%/XN;--4O# K*2$1^9+>A*/%6TMT9[B.:..3 M4KEV%>T.9 W;HZ 91/;ER :.XRWUOSGJR),K7=-M(I(S0P)(1TJ#/^EME*SZ M=?(1]=]]E80UA\ *ZFH =.L;YGU^,YYZE.0T23]E+"_0??HT?<7:!,A]I;430 M7I#0$]H,&F1B34XDN20]%?:ANU,T!PP>U%I"U"_<;[R:^\P>,,/ M\O9A#N?CB_/%V^EWN-+)"!QS0=- $;/2^#()#'\6AR^)=3#EF*1VO7HYS$*7# M]BEH#\;]J_O8HK1*4?AJX96P!3R>#F*R5AF?21"E9'&FFGB MF$*G1D4.Z#3ZV*FV,_H$2<.V(V@.J#45V("9[<167F>\FE%$ M"(OWT]<_BK0NQHNQ^NR5Q"6(X?.>$$C,2F7.A$22/`L$Z]3EEXG9+-V9O)) MHH9M'] <(.1JL9T:\JX';H/0KJ]Q;VYV1Q%#\?\C9M2>#+:>YD5'AS9 MHNB*2^04'Y,N0@4LD^Q=ZP^I*NU;NEU,/$D](Y44!/1^$.NKJ\72K..E[C[M<9_/S]"C68XRDUIRQDE4FF%@QQT)S 22I),R9ID-U)X&N@=YK;57/Q$(ZZAK M4"RN;ETWL+;YSFL4L_?4 "7>EF)WR53Q1BRA11.,8I*N6L'UIT7;:UE>E5T M]:F 1JW/<1H78U MI.N,*:L-!=RMFZ;&M=R4\2O]110I-F4BL32'-UX=[:VO64^]#77'/Q86*60S76 !IW M?U WPOUDA6$*(5,VFT6FO/6"^$!9ML$QH+6;F.Q.W;"9QM,_KNU#:8?#<89; MK4\XKDHW-PM2A*"\E)RP*!21OO07- $X3]W.2@&P85CNALS^5PUZSG+J%0"UU M-6 ?K\9+E2Y_\;\NQG- 7G&;+2]+O]0EQF*E \RWKMR#QABYDXDP*+$7ST"< M2YH$R7P0SBWJ,? IEW&8P%7JU$1O MF5>6.(BL/&BCQ 612<3MS)/OFD?VC!D\#M*10U<,C]@Z,7%8CR% M1ZV&]-V!RP M?)/N8&V\G48Y[=33/N#T[+L? 3TH"O\S%\1/X!!B0=7+MJH:52\P&FHE5]*%" 1XL.5AD8@B M]>0@[$CBL+?> SD(?:BO"0=A=WE.O$_2:;"$,P%$NG+&@$*'"1FT0="D>&TC MNSMUPUZ+GQB5/2FMW63[32^03:.^0A/0*;"+*.%L2%^5Q6Z $1#92L>15]?O(M_:D<-O@_=;*]EKH&+P=:,_\? X=O56++.3[D9!8G>RNHWRY), ^VVVQ$T'VBHH MGK>+CN/>!DV"LY&4/AXV1JF]N]?YXLE$TWX4-)E:KX:*C;FF'E747KKI?G>D MD?;9,\]0=!8BN,7K'S"/8Y3DR.=$P2!+-GC<-Y%&$A1'JR+YP+EF3,.;%1=/$M5D9KTW MQ%55T? G[%/LO;:SR>5(*P^E"ZXX;2O6^GM M5#69W> {[^*RDI#8/TC+R&*5WCR]#@Y%6%&XP])YX M3Q+59#KZ% ?I\2[JR.)]A$D'YMEG_Z.4IY>Y8"B^DDK?W/E7H4=J$A5$<8E\ MZHB^JA&.L$Q#4(9&I//#J4UB:3SWU;QUX5.KS-O!/'O\IOPG.I^/EY=?0 MS>#+$5 FXF7D1(?<)=4YQN]<$5[1G14)E,UI5^=OZRI-)!! J39D<*^KAD;._M]$;641:E220;AEXL T&<-9E0KZCWHHR%.-&+@0W4#?N6ZL36K2>E-7")4=@J M_U]*>K_[RV^5)PS!Y[IMH M)')D2#? Z/=Z@7GC"Z[+7*JL2N]!W*DN>D;$2DE(EYB+M0=G]X_;WC(&C>)V'R6V.L/\XMNW M22=*/[D6Y=MIGLW/5\]\%]KK&[F93{6*+'4D; M-C/0&Q+ [4$P#N:JW4_P6;J_/?IPP$!A1IY%;(0BSY?4'BY9X)BD1D5+<,3XH M43LLNT?"P!.U^U#S@YX!A\N\",<]G=FW>P-9-Z !;J6U-40V=MRVVG:D+4]\[XF ML\7%'&[$F564*J((/D+4"(A-CQ$FMB+%<22Y82]Z/J/08FH=-B_?JX)],E0U M]_7YM\GL$N 3S+^/(VR^-SJ;=!_JIM65&1%?IJ5A]"K3U%6UK;61/CLOW2I' M40%@@";)C64R=\J&,$8#";H\V17ELJGV+79/K 5K_YT6C[/VP-' `KEBH&[ ^ MG<9+E.[B!.J=5GIQL?QMMOO/Z'SGD02>*GMU *]9QD,&AYN(OI"U!@PTD1: M>WC'KK0-ZXP.BN)>U#>X[WJ[&:]N;<_F\Y+8+[_\^TJZ[W-7H'=3KK=>PS=R M+%CKG4*7S1HB90+B8[FK V:\3N "HSNZM4>2,JS'.P@T3Z_"P?%ZW>D#CXZ M(EIO]#XL/3*G190'T M5F2(!@\(+8FA5'DG:(1<^Q+F"'*'O3H<],@_E9('MZKK^9K')/T6H^7%56^% MR_? Y5S__!RQ+`X7;!@I7G6)?WAEMP7VD0996G[Q4NE+GB6X;._W!)] MGYVKKS] 8@T&X,<2PQU(/Q\Y%WAMV7+NSR:CM-I5T[2^^,T[1S^YR@RJO.? $YIB32SD'4[M#1!7"CYZJ? P1MU;B,RKSQ:2\/(B2 M:::>5)SP9)R$ZIPM0QA-BC$,7V/U4;:U>1@VGW9Z/#^8R3PD)MHUT)\NSL_] M_'*6/XV_3,=Y'$QWV]7H(SR\/]"48KD=.\1(]_CI2H;Z$s8]&>N'RI$>B603 M!%6;J "<2.X$08R@IY&9]R)K(67M^ISMU!Q=E/289&\WAF:06&EL0ST31#)7 MAL$X("&;B.@((4I1F>?=*!O6!%9"R8."I/I*:==:;?83O,+V @\S1]=^M9&\V MDE+)H%O]N[R$W#B%^/;&U<18QMI8Y3W&S%P0!X!*M5%)RD#X7/O^>D?2CDX7 M/;[,VBF 92GXF$T/-C-;/E7) MSNQ":%/I,$7!LQ30S4Y0!EVQ0*RE%&66>8P\4Y-JERE(0(Q7QYY66*ETP1BX)! "PZU':I]Z/LSI+'VP>%C[T^]ZK)=@]A=%!YF M *_^:B6#MXF02@9N]>G;:RE0N,OROC+E3-!)SL09BO]0U&$@[S5CMR%! M>4,D<(S]4C D6(R^)%"]8^T: [,V4'&MR[G[U%LY9(X2ME42'B+X4525CEA@Q MDCL,-37GOO;+BBVD#'M65=#_?:-20^0'6Y#O, ^S?FU(Z6$X7G9;TG=]T(L! MA>G!%ZN/?:^2/=F9Y$I696V]LWOK;0!;D$()YC@!6?I/@8_$)SQI<@HQXZ%3 M1K+6?O"Q#X%'OWS99;&UO)?)T7+IB5)1E'U"2; ID1"=Q; O2^]J1PO[43CP M6Z[>L/7@R4M_>FO70UKO5WNH-;O3[[:.]=I(4B5K59K++"]O(,/PL,/X]33Q M*J7+5 &Q,5D\][*U*AM]P53>?W1.TPF 0M6? 5"N)V)&];*'(&)!SF^7M31K@7I^ T/6@L?5'.V M^5.U:LQV(+16F'6C[:X']LUB5[V'NQ>^W4.VL/:0[3;&=\PX@?@C-)3!N#D9 M8D.V1+@(+ 0FH? I8D,,H/CILVW7+U8=_;XDQ1ID+'L,,6V:N2U/&71M'<2<% M<%+FF'AMPW8DR0.'@:?#YX-P\82]:M=H_@;+=[//%XANLFHZ?+9?S<;CH7I8L M9VL.T 4Y-2F;V*.9JN7A^/D7GO?1U71%Q4[Y@!!.,96*!EA=#%G^E M@R]I36LA**^K5WILH^7H)B3WOGN[18+0QCKORD09CML3&,'?!9*8%&5V5N2T MND> [C9B!W;H:.'C0X*.*X-NU36L-R@ZR.^M_OY)-V4I2)7MQ_T-*069:.8L M<*)+-@&C>E0O%8XHD;*.#K*]/WZR7EN\^LFI#9]>*_1$@$8C-)ZMN#5D\HD$ M6T8$14NM#QI#H!.PVHCM](6)K?W_CM5 NQ9D0S^$ TO@-GVH5@'&$EXA 265@^ZXEOUDIL[4-Z):-VM>9'^#:;=TT3 M;FY@K%*F%(CSE& U&,/*+$E*@1GAG1=0.W>UC9:C$^OWOKL)_(XRA7Y])-2) M6+KR.>(-'MTBE18_@7$%M/N81YY M#_78VY1R:Q4M,8]7IW3E_8F/0$20R3K,M&2U:Z/#Z>^S==3IYG^\M<+GZYU]) M>0!@06NB4[GL"H(3RS&L 9H-:(=[LGHIQFZ4-? O8>Q^4//"GZBNE@2K?.R\I M[O/".?,B,D5 <>0%8B ^\%(IX4R&R!QCM8.9Q^@9MI*W)UA54T #8']#I[? MK/H@CUAVP%RY7,]V/("QD7@K';'9)L.2U;'Z1/'U]8=ML=H36 X6< /@^+U, M,W^]6(XQKH'%2$H7LZ1 2I<-(DTI,/69D^RTC8DGK6WMPKF[% S; [[0G@!PA MY 8@\AO\L2:7^6R*OXRK>OK-ART8P9-*N@Q#1?X\RBM8STGD&(M8B7]0_;W6 MOC0.VY*T)YCUJJAV8[NKGAN?RVWX8:';W2_4;8>SB:P3- \4Q958-Y$!8>5,K M$4@D1$^)C4&:')Q],#CHN33%>35>^"]?YF5;]]78AUN9W\+<@- 6O"DH^VW@G)T!0I1O&]/*ASD1.,X3UZ0%2K]$]SP51YEYZD)=.J9?:5 MA-/[ZK19M7[JD-M@A 0GB&7/&4.>+I% M)XC/+#E-&>6YMG%KHKL3AK[? 8+Z_# IEV'35%X,?2LKK+F<+@HC;"0,A,7(`M%PSQ7B9BDO,I14DEK]V%^&FJ_@R=G/;!W'V36%EO#80*G^)72!<3Z&0V7L*[`M\? 8ZJ"Y51%21S84+H!)10EC6CV$PO6!^IL[>N=`\@<`M-HP8']MI;!8A\,X>8_'-19EC>'9>"DA6^NC&&R!NQ_B9F^0C*&)E%VX9=)44`M;F$;$W)',=R3M7,P- >D?]MZJ';B?' OM>K)7C<0.]USO?*!J0[X>/=-[G;,"_MGKM*8SR20RQ!"0(K.(ZJ-$GQK%RTJG:6JW9;/OS:AO10,%P*'C.A)F@BN<%] M @XA6\9B1>&- YKTP=F'!E2-^/;1]\&?,>+NH%C<5,_P9NA?==CS>ZQJ&/*.M+)8Q$Z47@32<$1^")^ MUV>COAY/L"WMVC@(BJCR!&3I 9F])#11,[_"\2H5B)RW,_[? K00?R.471Q MR\H"]V#N,&3EB0H1R=A27X"^%Z>6E$LV'57(]OXT>.&O-+8XXQAY^I7Y?M1Z/K'N=M(0-3I1Y M9=#U$9;H, =4**%!E8LH)X1KL[O:? 3RO2>\CZF#^'=*;V7R51GB[6%R42Y?[MJ);.LQ 3807:TB>);F%0A*?@.WC%/:B]C (5T9;'1&HIK;%&K;YVNW& M>HV@F5T"?,(]-2YWR-=MN- .),IMTG[R]D8NS+]-2O;1Z4=!1NA:G9I6B*KUU M0)5=QZ%D2P+A 509L!MT_5FB?3'SK!NV]8/I[;='0*C7:.\9[^S(ZSU82L- MT]:M3P]S6U.OK)6!(!(Q+ 7T+0(05RXNHP0.6QCZ %;5]C5[:NZVMNGNK5] MK>+9-+T:3RYPY]_SO>%PTAMM#'< M/AAZQ0+VIK0&+A5NV3R:+L>IL#3^CH="'+*GJ,2Q>_XB3"]SF]\+I\V7UQ>^ MVQOGE>X,-!E/(N7E)% 8_SL?24S9">>D5*RVSU6? BV%3.3TC>A!5MWOH/]%R MYYB0:*,<;HE#1Z@4:5UNOE5QXD$*%S%B+:E$SM0[RQ_D'O M9M,O7?')JN3DQ>6MD,_FX.\G09G0G+M("=?EA:,.L;QPC 2R-]E:;:2H7>>Y M'X6-=A7:!S$/;E_[4U'#QFNG/CRO8.G'DS[["UVO<-+V0AO9ZK^[D%+9@N62 M.%HF;-DLB+/>$^F,3#*ZVFT]CB*XV5Y$^V!JC_? WE5780,2R MM5C_Q>5G_,39C_%B)*@_@(P&W3M3_%)/'->)%*.F&. 9HFKW/MZ!K&&Q=T*0 M[/]\XD"-M0S"PM"KV;D? 3\OK\B0MXP2X*&7/NM2044N<]T9:H)3)VMU(=B!K M6!!6A\+.+WD.TTL#4/L,\>MT-IE]N;QAYEBV^HPAN(S!DQ 8-M"BJ5XX[-N_&4WB[A//%B(<, MCME((L/(OBN%#@JCSV$3FGQ!E6DF.W)#]+ O3H<[9D^K[0;@=O=5I_GT!^6)2 M]NU(!=>T2A!W(>IZ)E .!LFN$>Z#6&@@#B M*\"5X[A3X"ADW*:0!*%>EQON6%P7PTDL#[19IM+0V@?S^OK/;\BH ZV#[;_ MAMP*0]/2H!'2YQ- U:KW;%7)VW17RF,NQW;YVACP^%O,EZ.;;BFWI0I^TH7PCD$VT7IB>,88*P4@ M7HA$;#*@3=+>]9U*9W"5-3CA[VZA]"@!@Y? (5]+OK+:PAT;,JG)FG86K6)T' MD9RWB4 1ALP"2G=_3[Q6P1LH32%W,D)/(68; <,@I])B9[6E/,1#ZN(BSB]' MOW\:)-6I F M=C1UN_HPL51])!PIUX$/C+/%V'_PL=3071$?6=!XA%*B2F0HK4]H%#U',/ML M)C,8GT\"_5P3MLO%]^A?FZ.#[*"%]3#XHH7$2A(YBW) M0D%)U#L2=*1$2"JXB8**^V\]MSYV?WRE8:8N]7!8U)9]+(IN#MDY_HB2B MIK!RL))+5)0TD6QC#W:CR'N)QPY^F)$5=%.0T #JF/4"37- 1<9+_ZQ5B'F(]?<!H MLB5:B<@%B$B)J-I5AYX#W[;-G*&K3GITUVKHH 6L;16) 9)!L8Y[QHG$^E# M(@ZH)\Q&ZB7R*'/M!_^/D#/XX5A'Y4]!Z4#Y- P"EVP#Y 5-7=M8JR$;;2(R5 M);L&&'P'(0CWFC'D._A4.VOY)%&_P>I0]<_ZU,7@:;WU4WP.0S(F99!NHK05 M1(+&72B9(HE&9Z7V6:E[@>3V1HY/+S>XXU05-OU(N0&;M,%LOX!I_'KNY__H M;#=$&D-6CNB8*F82?6G])I.EP534+KFINK MC1@\-3S*@_%%XJNF? C:"(.PE#&ZM.I!JAWQ/T=3887<4 IZ$UQ'I'.!>3U1;M73[3I#IF+17)K/0Z<&-$4%KYVOW^3B S"9+ M*0_$R7Y&[FBE-8#+!X?$!YB7/_!? @(TH]4K)2(E%5P1Y<8]$ .B)..NLD$'% M4/N&Z#%ZFKSVKH.T:FIHMY7;E;Q^\_/"Y??CNK9M_5C=MRA/$'OBYR= &:.1 M>:),Z@!6AM:'C/Z:4<&" <534'C)UHNBX6J6C V]#CK4GL.]'X?-XHK((/GG8IG*BDL19.1?]MO/230OHUHV4@ MP-OS;WX\+X5UI;_\B&ED@0='P!>['+,ACE)')'JWTS$)Z\ &KQ!URXG MK=&59YDX'2@Q*G+ALF-2GS@2]S,S;,L^^CB;3-[,YG_X>1H)CO]CB1*FHBBO M0[HZ.T5<-E9'HQ++_DF];K:\S@W]T'#W;NERO)N]Z3\#9;_84AS,2]R'P4; M/?212G>9=4N'&<;ED#!5U,A@6:*CM3%8[M#:L77+1S&NZCEB-/P]?3=(*(\2.46]![22 GFW9R<;83W83>)>\;K!(P]KE W M7CR$K5.G:IEF)LM,HA,2 51;2NH4H--^ B'LUU%^^\0D>B*^$RPBXF1E<#(JM3#>,8 ?.VB MM#[H<- ('SDV*P]C8X'!!_ANUP>RL>(7+O(1!I*46_C3L2+'-$:\W097,QY=HU M!/6H;^(FY5EO@\. \%RX $8E42;+%9ZON]NEIJXT#T_$.!_!E$%[=A!#_\SM M]X&H.02\>ZGPN>#RMGIHY$+,T;&,1TU)\]9HB4W!$0%>2:4R$Z[VTXX]27SF M1O:$6#U0K<\%M8I)^4.7.&&CH(17/"GBP*"@06)H8U4BR0O!5? 8ARD'@O /M MPSX#?TXXKPV$=HL[WOCQ_.]^<@&_@E]T\ZM$>PRF_^%<6Z*-4OL,!/W'P^7*Y-FGT[_0Z+95GJ M)<8G7V;SRV-R@8VQ4"G9V!A7? 60S;VAX-5Z@"]7MP-;K4Q4.@4D45>ZC92: MXT0UDE9\N M2BKY'^LLV)+Z<;X,KI!9DQ U(ZY5-_HE*[' MEIG2\4DQ(KW@9=T Z M1.B$6[M;2!90Z5Z,]H8>]EA\TB5 =2OT -'TT>,<^;C$N.7K7'=8SP92FF.)'M01%(4 M4> 1R@0=$(FSX/RNL-GT_6'S+[W@XV@Q-G!&K7F$; [VFSG\UP5,XV5WFC.K ME8B0B?#4ZD)1AA2&(8S]'IH&WUEFD[D#6LP>G=DZZMF):PMHFA]]VH4F:, M*DX2;DHBK='$EM85AE'JF0F>5]]- VH&L9]*V.E#8!K5*>FD4:HN/Y2R?X^Z\ M-M4J1@E9$>5CV9[,DV""(1BS&"4R9%F],&(7NAH!6RTP["VHS33$MI>7-[\ M\F]CF" 17R_?P? >K5ODA>FY$ML1G&]#3X"BV3"71UF7I6Q8W^R4 M1VDM];0$NO6-])"_JRW+!'?!)4<;$7@8T8 MO8H(V<7N55%72UA\,_UVL5QT$F/7>18MKKEK{2F\4L2Z),CJ;1>4QZDJU M^S0\0DXC.*L/@FUP.U(CC8*+7[&2P$J9?21^N,JIV, M? X2<1D+20(EKDDD!UCC%#C K!I3V M<1_9 I!.I_$-5N\ \3< G%]G4[C\U<__ DO%19,*%X41R+I$+ M4UI3)!J8LU&+VD?F9DJ&KFH?"% 5U-(`N- Z,I^ABC/WD[13E>%'\V,ZJ2V$U MS2ZCCPJ,2"<""<8+(B(US"1OP%>OBMQ,RK!MQ_M/F%500 ,X^CSWTP6NO,"] M]@GFW\>QJV??P- VBS*Y9,/Y/U^WZNV>BG),H>2 RHFVVGDD"5DC-0 U;T2[#2#[Y6S^:,3;W2W@Q*\Q?EZA1!T]Y:2FL @;]_^CSOTDR7#S@Q1D3F/89< M.9:K:%TX41R[&)4Q" M!Y-K5UMNI&=81; 9[E=35!/#^.OL.\VEWAGP!E%5I M#[]>J'>]H5*2M,S!Y.5AA,P!2/'"*$3 RA:2\HJ%V3[E=:1OVOK4A4/:@R@8@ M^C@)V]S[Q+/ MO--*;D,U40-<$P'YG@5!&K+2M-/W,..D."ZHWG-A$R;"-Y M&? =KZ0&D'8;"6Z(V\$]PG5"ZMWC=^Z+FWO;AX3.VZHSDZ0I$H;>"]0U50$ MRI(K0:(+M';"YEB:=*O?KZQ]RE5V@"$MV3QD;'Y_!)9[F0QXBEPF9@BHCL! MK#;$*1,)LS(! ^X=/]%=W%W"&BDG. E6=KNR.T)QAZ-QMO23*OVM-[(4X\7Y MQ:2TJ479+A9W7Y6_*._0H*

-8?20$3;8T.P6BP^0"X99K>] M9!:G!0 %2L \ !X;"]W;W)K M8F]O:RYX;6S%FDMSXC@0@/^*BM/N(0OX-3.ID"H"298J0JA Y;HE[94L25& MDI-)? OW*=MC(&^C=2X<3^('YW)+UM5J^>%'Z::74$_M5Y-(,.EMK=^?=KDFW M4'#SA]J!=$?62A?UX%/!B/HY7F^Q9&+$2N;"O@T[]/8<.*X04A7B#;- #I=9C9JI<_E19O M2EJ>+U*M\GS0Z3<''D%;D7[:O:@@EWQEZCV6KQZX QETDIZ[X%IH8^LSZNMS MQ_@,[N1FJ[3J1N06])A;N-6JW FYJ2[C[J+KW48=A_UG$\1S_7_"J-9KD<)8 MI64!TC9QU)!7@-)LQSQ?68N6^+^^ED/%RZC:OA=#@;73,/,D @@Q-"_A5XD"$"&9X$%7)1%P?5K1;40&RG) _$,@? MM) /\ RR]"/6[V&C=H\6YX8+S1YY7@*[VY*#=4/C(^'2H78*E<\YS(%5KN8 MC52Q4_+??)A/^L1"F;J808L&$T>? V!PW0KIHN62$#;7F6P\Q==ZJ,83O0[DGE&MC06BU6I4NK\]90A]FA3ZR'B4Q5 6S) M?[6[&R:#/K$-KDHC)+C0N79=N:>W/L'/E3$W!,1N6,"F.J- ^6&]!;33?;47* M)K*YFH^).2(@=L2:/[5R^@#S2$#LD?<,BOVVK$87\[O/A:DC(%;'D51JS^EC8C8) MB&UR+*5ZY_0Q,:D$Q%)I,JN#C8Q))""6R.$4ZR FYI6 V"M^&G,(+L2\$E)[MY4@^\[D'AIA70F*OH&E-NUB$F24D-@MJZ38F6M0ZJ5S\6DR(R27\(KF<53D$ MWVPT;)J^Z;C=,1\3-_+PCQA04 MGV2- QF%.I(56O3+&%!03*^@HIDN65>[/@V)T@?\+EVL.B,C'Q"044Z_QMS%; MFP^MTF",62@FMM#1PDP361\3LU!,O[?2+W\&U!+ P04 " #X@@%9M7%@?!8" "J)@ &@ 'AL M+U]R96QS+W=O3EL4]^NW]MM2;I MGVYG+EX_^_(_$[O-9K\N/[OU[V,YC?\8G/YTPWO=E3(VB]=VV)9QU:2/P_5T M39>#W)TG-XN7MU4SO+Q)D^8.4@C2^8,,@FS^((<@GS\H("CF#\H0E.@ M^_F#'B#H8?Z@1PAZG#](EBCCDB!I@C6!UH)<"X'7@F +@=B"9 N!V8)H"X': M@FP+@=N"< N!W()T"X'=@G@+@=Z*>BN!WHIZ*X'>.OG8)M!;46\ET%M1;R70 M6U%O)=!;46\ET%M1;R706U%O)=!;46\ET- M0;R/0VU!O()#;4&\CT-LFFR4$ M>AOJ;01Z&^IM!'H;ZFT$>AOJ;01Z&^IM!'H;ZFT$>COJ[01Z.^KM!'H[ZNT$ M>COJ[01Z^V2SFT!O1[V=0&]'O9U ;T>]G4!O1[V=0&]'O9U [T"]@T#O0+V# M0.] O8- [T"]@T#O0+V#0.^8_*PDT#M0[R#0.U#O(- [4.\@T#M0[R#0.Z/> MF4#OC'IG KTSZIT)],ZH=R;0.Z/>F4#OC'KG[]2[CI^'4J\]7VM_G=2/9[O M+=?'7Y9?)R<]ZDN>*ZZ>MHS#:M$T7IMDB1G?% M6"@7U)J06T==6IE;WYJ8OOH7YDRY-"_$Q&12L-)VD;HXCGV-;'9]2W.S:N+H M;I-^#K7MIIFG)F2CF]W&/FN:&>>:NC0QK;- U5WU*&>\3\G1RV!,6M0MG:4/& MODSH5[X/V)][6)/W=46C1^/CO6G3+K9I6(C;AD)^O,07/=KYO"ZILN6J34?R MX#R9*BR(8MODNZ)GQY-CNF':?? *3\X00V/$Z_XX\S?J__RSX$2!\2I \% MTH<&Z:, Z>,&UL4$L! A0#% M @ ^((!64[^:B/M *P(!$ (!KP &1O8U!R;W!S M+V-O&UL4$L! A0#% @ ^((!69E&PO=V]R:W-H965T&UL4$L! A0#% @ ^((!6=S$ZF\T!P I"$!@ M ("!> X 'AL+W=O(5 !X;"]W;W)K&PO=V]R:W-H965T&UL4$L! A0# M% @ ^((!687.SJTA! &!$!@ ("!.R 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ ^((!60\[ZD(U M"0 F1D !@ ("!240 'AL+W=O&PO=V]R:W- H965T&UL4$L! A0#% M @ ^((!62F\'NRH!@ =A, !D ("!,V0 'AL+W=O&PO=V]R:W-H965T0 !X;"]W;W)K&UL4$L! A0#% @ ^((!6;1^0_U5!]PH !D M ("!$YD 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ ^((!64V*FD[L P S @ !D ("!]:< M 'AL+W=O M!7X" "[!P &0 @($8K >&PO=V]R:W- H965T&UL4$L! A0#% @ M^((!60R:1K1'" 8!8 !D ("!2+$ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ^((!67^N]8;F! M! P !D ("!EL, 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ^((!60TL&PO=V]R:W-H M965T&UL4$L! M A0#% @ ^((!63Y:DC2Z @ X@4 !D ("!ZMH 'AL M+W=O&PO=V]R:W-H965T[A !X;"]W;W)K&UL4$L! A0#% @ ^((! M649G#&PO=V]R:W-H965T&UL4$L! A0#% @ ^((!69<(2KTK# %74 M !D ("!J/('AL+W=O&PO=V]R:W-H965T. M8P, -$+ 9 " @?$" 0!X;"]W;W)K&UL4$L! A0#% @ ^((!62_F?+2\!@ SC@ !D M ("!BP8! 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ ^((!6>6HQM8< P [PD !D ("!9A&PO=V]R:W-H965T&UL4$L! A0#% @ ^((!64$1 M7T'* @ W@< !D ("!O2 ! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ^((!67"HV4NL" <%X !D M ("!*2L! 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ ^((!68G\FI>F P !A$!D ("! M2SH! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ ^((!6;O'Q"#F P _1(!D ("!QD4! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ^((!6>)S?42# M!0 TB !D ("!*5@! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ ^((!661#KE\?! 510 !D M ("!964! 'AL+W=O&PO=V]R M:W- H965T&UL M4$L! A0#% @ ^((!6<.Y<'Y9 P]!4 T (!-6\! M 'AL+W-T>6QE&PO=V]R:V)O;VLN>&UL4$L! M A0#% @ ^((!6;5Q8'P6 @ JB8 !H (![7@! 'AL M+U]R96QS+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 html3233081false810false8 falsefalseR1.htm0000001 - Document - CoverSheethttp://www.cloudflare.com/role/CoverCoverCover1 falsefalseR2.htm9952151 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETSSheethttp://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSCONDENSED CONSOLIDATED BALANCE SHEETSStatements2 falsefalseR3.htm9952152 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical)Sheethttp://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParentheticalCONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical)Statements3 falsefalseR4.htm9952153 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONSSheethttp://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONSCONDENSED CONSOLIDATED STATEMENTS OF OPERATIONSStatements4 falsefalseR5.htm9952154 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSSSheethttp://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSSCONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSSStatements5 falsefalseR6.htm9952155 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS??? EQUITYSheethttp://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITYCONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS??? EQUITYStatements6 falsefalseR7.htm9952156 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWSSheethttp://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWSCONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWSStatements7 falsefalseR8.htm9952157 - Disclosure - Organization and Basis of PresentationSheethttp://www.cloudflare.com/role/OrganizationandBasisofPresentationOrganization and Basis of PresentationNotes8 falsefalseR9.htm9952158 - Disclosure - Summary of Significant Accounting PoliciesSheethttp://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesSummary of Significant Accounting PoliciesNotes9 falsefalseR10.htm9952159 - Disclosure - RevenueSheethttp://www.cloudflare.com/role/RevenueRevenueNotes10 falsefalseR11.htm9952160 - Disclosure - Fair Value MeasurementsSheethttp://www.cloudflare.com/role/FairValueMeasurementsFair Value MeasurementsNotes11 falsefalseR12.htm9952161 - Disclosure - Balance Sheet ComponentsSheethttp://www.cloudflare.com/role/BalanceSheetComponentsBalance Sheet ComponentsNotes12 falsefalseR13.htm9952162 - Disclosure - LeasesSheethttp://www.cloudflare.com/role/LeasesLeasesNotes13 falsefalseR14.htm9952163 - Disclosure - Financing ArrangementsSheethttp://www.cloudflare.com/role/FinancingArrangementsFinancing ArrangementsNotes14 falsefalseR15.htm9952164 - Disclosure - Commitments and ContingenciesSheethttp://www.cloudflare.com/role/CommitmentsandContingenciesCommitments and ContingenciesNotes15 falsefalseR16.htm9952165 - Disclosure - Common StockSheethttp://www.cloudflare.com/role/CommonStockCommon StockNotes16 falsefalseR17.htm9952166 - Disclosure - Stock-based CompensationSheethttp://www.cloudflare.com/role/StockbasedCompensationStock-based CompensationNotes17 falsefalseR18.htm9952167 - Disclosure - Net Loss per Share Attributable to Common StockholdersSheethttp://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersNet Loss per Share Attributable to Common StockholdersNotes18 falsefalseR19.htm9952168 - Disclosure - Income TaxesSheethttp://www.cloudflare.com/role/IncomeTaxesIncome TaxesNotes19 falsefalseR20.htm9952169 - Disclosure - Business CombinationsSheethttp://www.cloudflare.com/role/BusinessCombinationsBusiness CombinationsNotes20 falsefalseR21.htm9952170 - Disclosure - Segment and Geographic InformationSheethttp://www.cloudflare.com/role/SegmentandGeographicInformationSegment and Geographic InformationNotes21 falsefalseR22.htm995410 - Disclosure - Pay vs Performance DisclosureSheethttp://xbrl.sec.gov/ecd/role/PvpDisclosurePay vs Performance DisclosureNotes22 falsefalseR23.htm995445 - Disclosure - Insider Trading ArrangementsSheethttp://xbrl.sec.gov/ecd/role/InsiderTradingArrangementsInsider Trading ArrangementsNotes23 falsefalseR24.htm9954471 - Disclosure - Summary of Significant Accounting Policies (Policies)Sheethttp://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesPoliciesSummary of Significant Accounting Policies (Policies)Policieshttp://www.cloudflare.com/role/SummaryofSignificantAccountingPolicies24 falsefalseR25.htm9954472 - Disclosure - Revenue (Tables)Sheethttp://www.cloudflare.com/role/RevenueTablesRevenue (Tables)Tableshttp://www.cloudflare.com/role/Revenue25 falsefalseR26.htm9954473 - Disclosure - Fair Value Measurements (Tables)Sheethttp://www.cloudflare.com/role/FairValueMeasurementsTablesFair Value Measurements (Tables)Tableshttp://www.cloudflare.com/role/FairValueMeasurements26 falsefalseR27.htm9954474 - Disclosure - Balance

Sheet Components (Tables)Sheethttp://www.cloudflare.com/role/BalanceSheetComponentsTablesBalance Sheet Components (Tables)Tableshttp://www.cloudflare.com/role/BalanceSheetComponents27 falsefalseR28.htm9954475 - Disclosure - Leases (Tables)Sheethttp://www.cloudflare.com/role/LeasesTablesLeases (Tables)Tableshttp://www.cloudflare.com/role/Leases28 falsefalseR29.htm9954476 - Disclosure - Financing Arrangements (Tables)Sheethttp://www.cloudflare.com/role/FinancingArrangementsTablesFinancing Arrangements (Tables)Tableshttp://www.cloudflare.com/role/FinancingArrangements29 falsefalseR30.htm9954477 - Disclosure - Common Stock (Tables)Sheethttp://www.cloudflare.com/role/CommonStockTablesCommon Stock (Tables)Tableshttp://www.cloudflare.com/role/CommonStock30 falsefalseR31.htm9954478 - Disclosure - Stock-based Compensation (Tables)Sheethttp://www.cloudflare.com/role/StockbasedCompensationTablesStock-based Compensation (Tables)Tableshttp://www.cloudflare.com/role/StockbasedCompensation31 falsefalseR32.htm9954479 - Disclosure - Net Loss per Share Attributable to Common Stockholders (Tables)Sheethttp://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersTablesNet Loss per Share Attributable to Common Stockholders (Tables)Tableshttp://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholders32 falsefalseR33.htm9954480 - Disclosure - Segment and Geographic Information (Tables)Sheethttp://www.cloudflare.com/role/SegmentandGeographicInformationTablesSegment and Geographic Information (Tables)Tableshttp://www.cloudflare.com/role/SegmentandGeographicInformation33 falsefalseR34.htm9954481 - Disclosure - Summary of Significant Accounting Policies (Details)Sheethttp://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesDetailsSummary of Significant Accounting Policies (Details)Detailshttp://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesPolicies34 falsefalseR35.htm9954482 - Disclosure - Revenue - Disaggregation of Revenue (Details)Sheethttp://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetailsRevenue - Disaggregation of Revenue (Details)Details35 falsefalseR36.htm9954483 - Disclosure - Revenue - Narratives (Details)Sheethttp://www.cloudflare.com/role/RevenueNarrativesDetailsRevenue - Narratives (Details)Details36 falsefalseR37.htm9954484 - Disclosure - Revenue - Deferred Contract Acquisition Costs (Details)Sheethttp://www.cloudflare.com/role/RevenueDeferredContractAcquisitionCostsDetailsRevenue - Deferred Contract Acquisition Costs (Details)Details37 falsefalseR38.htm9954485 - Disclosure - Revenue - Remaining Performance Obligations (Details)Sheethttp://www.cloudflare.com/role/RevenueRemainingPerformanceObligationsDetailsRevenue - Remaining Performance Obligations (Details)Details38 falsefalseR39.htm9954486 - Disclosure - Fair Value Measurements - Cash and Available-for-sale Debt Securities' Amortized Cost, Unrealized Gains (Losses) and Fair Value by Significant Investment Category (Details)Sheethttp://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesa Value Measurements - Cash and Available-for-sale Debt Securities' Amortized Cost, Unrealized Gains (Losses) and Fair Value by Significant Investment Category (Details)Details39 falsefalseR40.htm9954487 - Disclosure - Fair Value Measurements - Narrative (Details)Sheethttp://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetailsFair Value Measurements - Narrative (Details)Details40 falsefalseR41.htm9954488 - Disclosure - Balance Sheet Components - Accounts Receivable, Net (Details)Sheethttp://www.cloudflare.com/role/BalanceSheetComponentsAccountsReceivableNetDetailsBalance Sheet Components - Accounts Receivable, Net (Details)Details41 falsefalseR42.htm9954489 - Disclosure - Balance Sheet Components - Property and Equipment, Net (Details)Sheethttp://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetailsBalance Sheet Components - Property and Equipment, Net (Details)Details42 falsefalseR43.htm9954490 - Disclosure - Balance Sheet Components - Goodwill (Details)Sheethttp://www.cloudflare.com/role/BalanceSheetComponentsGoodwillDetailsBalance Sheet Components - Goodwill (Details)Details43 falsefalseR44.htm9954491 - Disclosure - Balance Sheet Components - Acquired Intangible Assets, Net (Details)Sheethttp://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetailsBalance Sheet Components - Acquired Intangible Assets, Net (Details)Details44 falsefalseR45.htm9954492 - Disclosure - Balance Sheet Components - Estimated Future Amortization Expense of Acquired Intangible Assets, Net (Details)Sheethttp://www.cloudflare.com/role/BalanceSheetComponentsEstimatedFutureAmortizationExpenseofAcquiredIntangibleAssetsNetDetailsl Sheet Components - Estimated Future Amortization Expense of Acquired Intangible Assets, Net (Details)Details45 falsefalseR46.htm9954493 - Disclosure - Leases - Narratives (Details)Sheethttp://www.cloudflare.com/role/LeasesNarrativesDetailsLeases - Narratives (Details)Details46 falsefalseR47.htm9954494 - Disclosure - Leases - Lease Costs (Details)Sheethttp://www.cloudflare.com/role/LeasesLeaseCostsDetailsLeases - Lease Costs (Details)Details47 falsefalseR48.htm9954495 - Disclosure - Leases - Lease Liability Maturities (Details)Sheethttp://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetailsLeases - Lease Liability Maturities (Details)Details48 falsefalseR49.htm9954496 - Disclosure - Financing Arrangements - 2026 Convertible Senior Notes (Details)Noteshttp://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetailsFinancing Arrangements - 2026 Convertible Senior Notes (Details)Details49 falsefalseR50.htm9954497 - Disclosure - Financing Arrangements - 2026 Capped Call Transactions (Details)Sheethttp://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetailsFinancing Arrangements - 2026 Capped Call Transactions (Details)Details50 falsefalseR51.htm9954498 - Disclosure - Financing Arrangements - 2025 Convertible Senior Notes (Details)Noteshttp://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetailsFinancing Arrangements - 2025 Convertible Senior Notes (Details)Details51 falsefalseR52.htm9954499 - Disclosure - Financing Arrangements - 2025 Capped Call Transactions (Details)Sheethttp://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetailsFinancing Arrangements - 2025 Capped Call Transactions (Details)Details52 falsefalseR53.htm9954500 - Disclosure - Financing Arrangements - Net Carrying Amount of Notes (Details)Noteshttp://www.cloudflare.com/role/FinancingArrangementsNetCarryingAmountofNotesDetailsFinancing Arrangements - Net Carrying Amount of Notes (Details)Details53 falsefalseR54.htm9954501 - Disclosure - Financing Arrangements - Interest Components (Details)Sheethttp://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetailsFinancing Arrangements - Interest Components (Details)Details54 falsefalseR55.htm9954502 - Disclosure - Financing Arrangements - Revolving Credit Facility (Details)Sheethttp://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetailsFinancing Arrangements - Revolving Credit Facility (Details)Details55 falsefalseR56.htm9954503 - Disclosure - Common Stock - Narratives (Details)Sheethttp://www.cloudflare.com/role/CommonStockNarrativesDetailsCommon Stock - Narratives (Details)Details56 falsefalseR57.htm9954504 - Disclosure - Common Stock - Common Stock Reserved for Future Issuance (Details)Sheethttp://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetailsCommon Stock - Common Stock Reserved for Future Issuance (Details)Details57 falsefalseR58.htm9954505 - Disclosure - Stock-based Compensation - Narrative (Details)Sheethttp://www.cloudflare.com/role/StockbasedCompensationNarrativeDetailsStock-based Compensation - Narrative (Details)Details58 falsefalseR59.htm9954506 - Disclosure - Stock-based Compensation - Stock-based Compensation Expense (Details)Sheethttp://www.cloudflare.com/role/StockbasedCompensationStockbasedCompensationExpenseDetailsStock-based Compensation - Stock-based Compensation Expense (Details)Details59 falsefalseR60.htm9954507 - Disclosure - Net Loss per Share Attributable to Common Stockholders - Computation of Basic and Diluted Earnings per Share Attributable to Common Stockholders (Details)Sheethttp://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersComputationofBasicandDilutedEarningsperShare Loss per Share Attributable to Common Stockholders - Computation of Basic and Diluted Earnings per Share Attributable to Common Stockholders (Details)Details60 falsefalseR61.htm9954508 - Disclosure - Net Loss per Share Attributable to Common Stockholders - Potential Shares of Common Stock Excluded from Computation of Basic and Diluted Net Loss per Share Attributable to Common Stockholders (Details)Sheethttp://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersPotentialSharesofCommonStockExcludedfromCon Loss per Share Attributable to Common Stockholders - Potential Shares of Common Stock Excluded from Computation of Basic and Diluted Net Loss per Share Attributable to Common Stockholders (Details)Details61 falsefalseR62.htm9954509 - Disclosure - Income Taxes (Details)Sheethttp://www.cloudflare.com/role/IncomeTaxesDetailsIncome Taxes (Details)Detailshttp://www.cloudflare.com/role/IncomeTaxes62 falsefalseR63.htm9954510 - Disclosure - Business Combinations (Details)Sheethttp://www.cloudflare.com/role/BusinessCombinationsDetailsBusiness Combinations (Details)Detailshttp://www.cloudflare.com/role/BusinessCombinations63 falsefalseR64.htm9954511 - Disclosure - Segment and Geographic Information - Narratives (Details)Sheethttp://www.cloudflare.com/role/SegmentandGeographicInformationNarrativesDetailsSegment and Geographic Information - Narratives (Details)Details64 falsefalseR65.htm9954512 - Disclosure - Segment and Geographic Information - Property and Equipment, Net by Geographic Area (Details)Sheethttp://www.cloudflare.com/role/SegmentandGeographicInformationPropertyandEquipmentNetbyGeographicAreaDetailsSegment and Geographic Information - Property and Equipment, Net by Geographic Area (Details)Details65 falsefalseAll ReportsBookAll Reports cloud-20240630.htmcloud-20240630.xsdcloud-20240630_cal.xmlcloud-20240630_def.xmlcloud-20240630_lab.xmlcloud-20240630_pre.xml http://fasb.org/us-gaap/2024http://xbrl.sec.gov/dei/2024http://xbrl.sec.gov/ecd/2024truetrue JSON 84 MetaLinks.json IDEA: XBRL DOCUMENT { "version": "2.2", "instance": { "cloud-20240630.htm": { "nsprefix": "cloud", "nsuri": "http://www.cloudflare.com/20240630", "dts": { "inline": { "local": ["cloud-20240630.htm"] }, "schema": { "local": ["cloud-20240630.xsd"], "remote": ["http://www.xbrl.org/2003/xbrl-instance-2003-12-31.xsd", "http://www.xbrl.org/2003/xbrl-linkbase-2003-12-31.xsd", "http://www.xbrl.org/2003/xl-2003-12-31.xsd", "http://www.xbrl.org/2003/xlink-2003-12-31.xsd", "http://www.xbrl.org/2005/xbrldt-2005.xsd", "http://www.xbrl.org/2006/ref-2006-02-27.xsd", "http://www.xbrl.org/lrr/role/negated-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/net-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/reference-2009-12-16.xsd", "https://www.xbrl.org/2020/extensible-enumerations-2.0.xsd", "https://www.xbrl.org/dtr/type/2020-01-21/types.xsd", "https://www.xbrl.org/dtr/type/2022-03-31/types.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-roles-2024.xsd", "https://xbrl.fasb.org/srt/2024/elts/srt-types-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-gaap-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-roles-2024.xsd", "https://xbrl.fasb.org/us-gaap/2024/elts/us-types-2024.xsd", "https://xbrl.sec.gov/country/2024/country-2024.xsd", "https://xbrl.sec.gov/dei/2024/dei-2024.xsd", "https://xbrl.sec.gov/ecd/2024/ecd-2024.xsd",

"https://xbrl.sec.gov/stpr/2024/stpr-2024.xsd"] }, "calculationLink": { "local": ["cloud-20240630_cal.xml"] }, "definitionLink": { "local": ["cloud-20240630_def.xml"] }, "labelLink": { "local": ["cloud-20240630_lab.xml"] }, "presentationLink": { "local": ["cloud-20240630_pre.xml"] } }, "keyStandard": 268, "keyCustom": 40, "axisStandard": 31, "axisCustom": 2, "memberStandard": 55, "memberCustom": 22, "hidden": { "total": 9, "http://fasb.org/us-gaap/2024": 4, "http://xbrl.sec.gov/dei/2024": 5 }, "contextCount": 323, "entityCount": 1, "segmentCount": 81, "elementCount": 621, "unitCount": 8, "baseTaxonomies": { "http://fasb.org/us-gaap/2024": 968, "http://xbrl.sec.gov/dei/2024": 30, "http://xbrl.sec.gov/ecd/2024": 4 }, "report": { "R1": { "role": "http://www.cloudflare.com/role/Cover", "longName": "0000001 - Document - Cover", "shortName": "Cover", "isDefault": "true", "groupType": "document", "subGroupType": "", "menuCat": "Cover", "order": "1", "firstAnchor": { "contextRef": "c-1", "name": "dei:DocumentType", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "dei:DocumentType", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R2": { "role": "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "longName": "9952151 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS", "shortName": "CONDENSED CONSOLIDATED BALANCE SHEETS", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "2", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:CashAndCashEquivalentsAtCarryingValue", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "us-gaap:AvailableForSaleSecuritiesDebtSecuritiesCurrent", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } }, "R3": { "role": "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical", "longName": "9952152 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical)", "shortName": "CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical)", "isDefault": "false", "groupType": "statement", "subGroupType": "parenthetical", "menuCat": "Statements", "order": "3", "firstAnchor": { "contextRef": "c-7", "name": "us-gaap:CommonStockParOrStatedValuePerShare", "unitRef": "usdPerShare", "xsiNil": "false", "lang": "en-US", "decimals": "INF", "ancestors": ["us-gaap:CommonStockParOrStatedValuePerShare", "span", "div", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-7", "name": "us-gaap:CommonStockParOrStatedValuePerShare", "unitRef": "usdPerShare", "xsiNil": "false", "lang": "en-US", "decimals": "INF", "ancestors": ["us-gaap:CommonStockParOrStatedValuePerShare", "span", "div", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R4": { "role": "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS", "longName": "9952153 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS", "shortName": "CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "4", "firstAnchor": { "contextRef": "c-10", "name": "us-gaap:RevenueFromContractWithCustomerExcludingAssessedTax", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:DisaggregationOfRevenueTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-10", "name": "us-gaap:CostOfRevenue", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } }, "R5": { "role": "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS", "longName": "9952154 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS", "shortName": "CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "5", "firstAnchor": { "contextRef": "c-10", "name": "us-gaap:NetIncomeLoss", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-10", "name": "us-gaap:OtherComprehensiveIncomeLossAvailableForSaleSecuritiesAdjustmentNetOfTax", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } }, "R6": { "role": "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY", "longName": "9952155 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS\u2019 EQUITY", "shortName": "CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS\u2019 EQUITY", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "6", "firstAnchor": { "contextRef": "c-56", "name": "us-gaap:CommonStockSharesOutstanding", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-56", "name": "us-gaap:CommonStockSharesOutstanding", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R7": { "role": "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS", "longName": "9952156 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS", "shortName": "CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS", "isDefault": "false", "groupType": "statement", "subGroupType": "", "menuCat": "Statements", "order": "7", "firstAnchor": { "contextRef": "c-10", "name": "us-gaap:NetIncomeLoss", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:DepreciationDepletionAndAmortization", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } }, "R8": { "role": "http://www.cloudflare.com/role/OrganizationandBasisofPresentation", "longName": "9952157 - Disclosure - Organization and Basis of Presentation", "shortName": "Organization and Basis of Presentation", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "8", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R9": { "role": "http://www.cloudflare.com/role/SummaryofSignificantAccountingPolicies", "longName": "9952158 - Disclosure - Summary of Significant Accounting Policies", "shortName": "Summary of Significant Accounting Policies", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "9", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:SignificantAccountingPoliciesTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:SignificantAccountingPoliciesTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R10": { "role": "http://www.cloudflare.com/role/Revenue", "longName": "9952159 - Disclosure - Revenue", "shortName": "Revenue", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "10", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:RevenueFromContractWithCustomerTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:RevenueFromContractWithCustomerTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R11": { "role": "http://www.cloudflare.com/role/FairValueMeasurements", "longName": "9952160 - Disclosure - Fair Value Measurements", "shortName": "Fair Value Measurements", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "11", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:FairValueDisclosuresTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:FairValueDisclosuresTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R12": { "role": "http://www.cloudflare.com/role/BalanceSheetComponents", "longName": "9952161 - Disclosure - Balance Sheet Components", "shortName": "Balance Sheet Components", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "12", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:SupplementalBalanceSheetDisclosuresTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:SupplementalBalanceSheetDisclosuresTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R13": { "role": "http://www.cloudflare.com/role/Leases", "longName": "9952162 - Disclosure - Leases", "shortName": "Leases", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "13", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:LesseeOperatingLeasesTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:LesseeOperatingLeasesTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R14": { "role": "http://www.cloudflare.com/role/FinancingArrangements", "longName": "9952163 - Disclosure - Financing Arrangements", "shortName": "Financing Arrangements", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "14", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:DebtDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:DebtDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div",

"body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R15": { "role": "http://www.cloudflare.com/role/CommitmentsandContingencies", "longName": "9952164 - Disclosure - Commitments and Contingencies", "shortName": "Commitments and Contingencies", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "15", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:CommitmentsAndContingenciesDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:CommitmentsAndContingenciesDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R16": { "role": "http://www.cloudflare.com/role/CommonStock", "longName": "9952165 - Disclosure - Common Stock", "shortName": "Common Stock", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "16", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:StockholdersEquityNoteDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:StockholdersEquityNoteDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R17": { "role": "http://www.cloudflare.com/role/StockbasedCompensation", "longName": "9952166 - Disclosure - Stock-based Compensation", "shortName": "Stock-based Compensation", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "17", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R18": { "role": "http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholders", "longName": "9952167 - Disclosure - Net Loss per Share Attributable to Common Stockholders", "shortName": "Net Loss per Share Attributable to Common Stockholders", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "18", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:EarningsPerShareTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:EarningsPerShareTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R19": { "role": "http://www.cloudflare.com/role/IncomeTaxes", "longName": "9952168 - Disclosure - Income Taxes", "shortName": "Income Taxes", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "19", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:IncomeTaxDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:IncomeTaxDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R20": { "role": "http://www.cloudflare.com/role/BusinessCombinations", "longName": "9952169 - Disclosure - Business Combinations", "shortName": "Business Combinations", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "20", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:BusinessCombinationDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:BusinessCombinationDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R21": { "role": "http://www.cloudflare.com/role/SegmentandGeographicInformation", "longName": "9952170 - Disclosure - Segment and Geographic Information", "shortName": "Segment and Geographic Information", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "21", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:SegmentReportingDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:SegmentReportingDisclosureTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R22": { "role": "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "longName": "995410 - Disclosure - Pay vs Performance Disclosure", "shortName": "Pay vs Performance Disclosure", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "22", "firstAnchor": { "contextRef": "c-10", "name": "us-gaap:NetIncomeLoss", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": null }, "R23": { "role": "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements", "longName": "995445 - Disclosure - Insider Trading Arrangements", "shortName": "Insider Trading Arrangements", "isDefault": "false", "groupType": "disclosure", "subGroupType": "", "menuCat": "Notes", "order": "23", "firstAnchor": { "contextRef": "c-10", "name": "ecd:Rule10b51ArrAdoptedFlag", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ecd:NonRule10b51ArrAdoptedFlag", "span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-10", "name": "ecd:Rule10b51ArrAdoptedFlag", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ecd:NonRule10b51ArrAdoptedFlag", "span", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R24": { "role": "http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesPolicies", "longName": "9954471 - Disclosure - Summary of Significant Accounting Policies (Policies)", "shortName": "Summary of Significant Accounting Policies (Policies)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "policies", "menuCat": "Policies", "order": "24", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:BasisOfAccountingPolicyPolicyTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:BasisOfAccountingPolicyPolicyTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R25": { "role": "http://www.cloudflare.com/role/RevenueTables", "longName": "9954472 - Disclosure - Revenue (Tables)", "shortName": "Revenue (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "25", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:DisaggregationOfRevenueTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:DisaggregationOfRevenueTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R26": { "role": "http://www.cloudflare.com/role/FairValueMeasurementsTables", "longName": "9954473 - Disclosure - Fair Value Measurements (Tables)", "shortName": "Fair Value Measurements (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "26", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:FairValueAssetsMeasuredOnRecurringBasisTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:FairValueAssetsMeasuredOnRecurringBasisTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R27": { "role": "http://www.cloudflare.com/role/BalanceSheetComponentsTables", "longName": "9954474 - Disclosure - Balance Sheet Components (Tables)", "shortName": "Balance Sheet Components (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "27", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:PropertyPlantAndEquipmentTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:PropertyPlantAndEquipmentTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R28": { "role": "http://www.cloudflare.com/role/LeasesTables", "longName": "9954475 - Disclosure - Leases (Tables)", "shortName": "Leases (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "28", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:LeaseCostTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:LeaseCostTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R29": { "role": "http://www.cloudflare.com/role/FinancingArrangementsTables", "longName": "9954476 - Disclosure - Financing Arrangements (Tables)", "shortName": "Financing Arrangements (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "29", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:ConvertibleDebtTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:ConvertibleDebtTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R30": { "role": "http://www.cloudflare.com/role/CommonStockTables", "longName": "9954477 - Disclosure - Common Stock (Tables)", "shortName": "Common Stock (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "30", "firstAnchor": { "contextRef": "c-1", "name": "cloud:ScheduleOfCommonStockReservedForFutureIssuanceTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name":

"cloud:ScheduleOfCommonStockReservedForFutureIssuanceTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R31": { "role": "http://www.cloudflare.com/role/StockbasedCompensationTables", "longName": "9954478 - Disclosure - Stock-based Compensation (Tables)", "shortName": "Stock-based Compensation (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "31", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R32": { "role": "http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersTables", "longName": "9954479 - Disclosure - Net Loss per Share Attributable to Common Stockholders (Tables)", "shortName": "Net Loss per Share Attributable to Common Stockholders (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "32", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R33": { "role": "http://www.cloudflare.com/role/SegmentandGeographicInformationTables", "longName": "9954480 - Disclosure - Segment and Geographic Information (Tables)", "shortName": "Segment and Geographic Information (Tables)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "tables", "menuCat": "Tables", "order": "33", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:LongLivedAssetsByGeographicAreasTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:LongLivedAssetsByGeographicAreasTableTextBlock", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R34": { "role": "http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesDetails", "longName": "9954481 - Disclosure - Summary of Significant Accounting Policies (Details)", "shortName": "Summary of Significant Accounting Policies (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "34", "firstAnchor": { "contextRef": "c-10", "name": "us-gaap:Depreciation", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-68", "name": "us-gaap:PropertyPlantAndEquipmentUsefulLife", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "ix:continuation", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } }, "R35": { "role": "http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails", "longName": "9954482 - Disclosure - Revenue - Disaggregation of Revenue (Details)", "shortName": "Revenue - Disaggregation of Revenue (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "35", "firstAnchor": { "contextRef": "c-10", "name": "us-gaap:RevenueFromContractWithCustomerExcludingAssessedTax", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:DisaggregationOfRevenueTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-102", "name": "us-gaap:ConcentrationRiskPercentage1", "unitRef": "number", "xsiNil": "false", "lang": "en-US", "decimals": "INF", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:DisaggregationOfRevenueTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } }, "R36": { "role": "http://www.cloudflare.com/role/RevenueNarrativesDetails", "longName": "9954483 - Disclosure - Revenue - Narratives (Details)", "shortName": "Revenue - Narratives (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "36", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:ContractWithCustomerLiabilityRevenueRecognized", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:ContractWithCustomerLiabilityRevenueRecognized", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R37": { "role": "http://www.cloudflare.com/role/RevenueDeferredContractAcquisitionCostsDetails", "longName": "9954484 - Disclosure - Revenue - Deferred Contract Acquisition Costs (Details)", "shortName": "Revenue - Deferred Contract Acquisition Costs (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "37", "firstAnchor": { "contextRef": "c-18", "name": "us-gaap:CapitalizedContractCostNetNoncurrent", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:CapitalizedContractCostTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-18", "name": "us-gaap:CapitalizedContractCostNetNoncurrent", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:CapitalizedContractCostTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R38": { "role": "http://www.cloudflare.com/role/RevenueRemainingPerformanceObligationsDetails", "longName": "9954485 - Disclosure - Revenue - Remaining Performance Obligations (Details)", "shortName": "Revenue - Remaining Performance Obligations (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "38", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:RevenueRemainingPerformanceObligation", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "us-gaap:RevenueRemainingPerformanceObligation", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R39": { "role": "http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby "longName": "9954486 - Disclosure - Fair Value Measurements - Cash and Available-for-sale Debt Securities' Amortized Cost, Unrealized Gains (Losses) and Fair Value by Significant Investment Category (Details)", "shortName": "Fair Value Measurements - Cash and Available-for-sale Debt Securities' Amortized Cost, Unrealized Gains (Losses) and Fair Value by Significant Investment Category (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "39", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:CashAndCashEquivalentsAtCarryingValue", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "cloud:CashAndCashEquivalentsAndDebtSecuritiesAvailableForSaleAmortizedCost", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:FairValueAssetsMeasuredOnRecurringBasisTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } }, "R40": { "role": "http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails", "longName": "9954487 - Disclosure - Fair Value Measurements - Narrative (Details)", "shortName": "Fair Value Measurements - Narrative (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "40", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:RestrictedCash", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "us-gaap:RestrictedCash", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R41": { "role": "http://www.cloudflare.com/role/BalanceSheetComponentsAccountsReceivableNetDetails", "longName": "9954488 - Disclosure - Balance Sheet Components - Accounts Receivable, Net (Details)", "shortName": "Balance Sheet Components - Accounts Receivable, Net (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "41", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:AllowanceForDoubtfulAccountsReceivableCurrent", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-5", "name": "us-gaap:AllowanceForDoubtfulAccountsReceivableCurrent", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } }, "R42": { "role": "http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails", "longName": "9954489 - Disclosure - Balance Sheet Components - Property and Equipment, Net (Details)", "shortName": "Balance Sheet Components - Property and Equipment, Net (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "42", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:PropertyPlantAndEquipmentGross", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:PropertyPlantAndEquipmentTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-5", "name": "us-gaap:PropertyPlantAndEquipmentGross", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:PropertyPlantAndEquipmentTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } }, "R43": { "role": "http://www.cloudflare.com/role/BalanceSheetComponentsGoodwillDetails", "longName": "9954490 - Disclosure - Balance Sheet Components - Goodwill (Details)", "shortName": "Balance Sheet Components - Goodwill (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "43", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:Goodwill", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef":

"cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:GoodwillImpairmentLoss", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["us-gaap:GoodwillImpairmentLoss", "span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } }, "R44": { "role": "http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails", "longName": "9954491 - Disclosure - Balance Sheet Components - Acquired Intangible Assets, Net (Details)", "shortName": "Balance Sheet Components - Acquired Intangible Assets, Net (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "44", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:FiniteLivedIntangibleAssetsGross", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-5", "name": "us-gaap:FiniteLivedIntangibleAssetsGross", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } }, "R45": { "role": "http://www.cloudflare.com/role/BalanceSheetComponentsEstimatedFutureAmortizationExpenseofAcquiredIntangibleAssetsNetDetails", "longName": "9954492 - Disclosure - Balance Sheet Components - Estimated Future Amortization Expense of Acquired Intangible Assets, Net (Details)", "shortName": "Balance Sheet Components - Estimated Future Amortization Expense of Acquired Intangible Assets, Net (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "45", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "us-gaap:FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R46": { "role": "http://www.cloudflare.com/role/LeasesNarrativesDetails", "longName": "9954493 - Disclosure - Leases - Narratives (Details)", "shortName": "Leases - Narratives (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "46", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:LesseeOperatingLeaseRemainingLeaseTerm", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "ix:continuation", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "us-gaap:LesseeOperatingLeaseRemainingLeaseTerm", "unitRef": null, "xsiNil": "false", "lang": "en-US", "decimals": null, "ancestors": ["span", "div", "ix:continuation", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R47": { "role": "http://www.cloudflare.com/role/LeasesLeaseCostsDetails", "longName": "9954494 - Disclosure - Leases - Lease Costs (Details)", "shortName": "Leases - Lease Costs (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "47", "firstAnchor": { "contextRef": "c-10", "name": "us-gaap:OperatingLeaseCost", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:LeaseCostTableTextBlock", "ix:continuation", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-10", "name": "us-gaap:OperatingLeaseCost", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:LeaseCostTableTextBlock", "ix:continuation", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R48": { "role": "http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails", "longName": "9954495 - Disclosure - Leases - Lease Liability Maturities (Details)", "shortName": "Leases - Lease Liability Maturities (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "48", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:LesseeOperatingLeaseLiabilityMaturityTableTextBlock", "ix:continuation", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "us-gaap:LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:LesseeOperatingLeaseLiabilityMaturityTableTextBlock", "ix:continuation", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R49": { "role": "http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails", "longName": "9954496 - Disclosure - Financing Arrangements - 2026 Convertible Senior Notes (Details)", "shortName": "Financing Arrangements - 2026 Convertible Senior Notes (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "49", "firstAnchor": { "contextRef": "c-219", "name": "us-gaap:DebtInstrumentFaceAmount", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "INF", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-219", "name": "us-gaap:DebtInstrumentFaceAmount", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "INF", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R50": { "role": "http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails", "longName": "9954497 - Disclosure - Financing Arrangements - 2026 Capped Call Transactions (Details)", "shortName": "Financing Arrangements - 2026 Capped Call Transactions (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "50", "firstAnchor": { "contextRef": "c-220", "name": "cloud:AdjustmentsToAdditionalPaidInCapitalPurchasesOfCappedCallsRelatedToConvertibleDebt", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-220", "name": "cloud:AdjustmentsToAdditionalPaidInCapitalPurchasesOfCappedCallsRelatedToConvertibleDebt", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R51": { "role": "http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails", "longName": "9954498 - Disclosure - Financing Arrangements - 2025 Convertible Senior Notes (Details)", "shortName": "Financing Arrangements - 2025 Convertible Senior Notes (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "51", "firstAnchor": { "contextRef": "c-10", "name": "us-gaap:GainsLossesOnExtinguishmentOfDebt", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-228", "name": "us-gaap:DebtInstrumentCarryingAmount", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "INF", "ancestors": ["us-gaap:DebtInstrumentCarryingAmount", "span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } }, "R52": { "role": "http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails", "longName": "9954499 - Disclosure - Financing Arrangements - 2025 Capped Call Transactions (Details)", "shortName": "Financing Arrangements - 2025 Capped Call Transactions (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "52", "firstAnchor": { "contextRef": "c-239", "name": "cloud:AdjustmentsToAdditionalPaidInCapitalPurchasesOfCappedCallsRelatedToConvertibleDebt", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-239", "name": "cloud:AdjustmentsToAdditionalPaidInCapitalPurchasesOfCappedCallsRelatedToConvertibleDebt", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R53": { "role": "http://www.cloudflare.com/role/FinancingArrangementsNetCarryingAmountofNotesDetails", "longName": "9954500 - Disclosure - Financing Arrangements - Net Carrying Amount of Notes (Details)", "shortName": "Financing Arrangements - Net Carrying Amount of Notes (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "53", "firstAnchor": { "contextRef": "c-191", "name": "us-gaap:DebtInstrumentCarryingAmount", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ConvertibleDebtTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-191", "name": "us-gaap:DebtInstrumentCarryingAmount", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ConvertibleDebtTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R54": { "role": "http://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetails", "longName": "9954501 - Disclosure - Financing Arrangements - Interest Components (Details)", "shortName": "Financing Arrangements - Interest Components (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "54", "firstAnchor": { "contextRef": "c-241", "name": "us-gaap:InterestExpenseDebt", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "cloud:ScheduleOfInterestExpenseDebtInstrumentsTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-241", "name": "us-gaap:InterestExpenseDebt", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "cloud:ScheduleOfInterestExpenseDebtInstrumentsTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R55": { "role": "http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails", "longName": "9954502 - Disclosure - Financing Arrangements - Revolving Credit Facility (Details)", "shortName": "Financing Arrangements - Revolving Credit Facility (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "55", "firstAnchor": { "contextRef": "c-255", "name": "us-gaap:DebtInstrumentBasisSpreadOnVariableRate1", "unitRef": "number", "xsiNil": "false", "lang": "en-US", "decimals": "INF", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true },

"uniqueAnchor": { "contextRef": "c-255", "name": "us-gaap:DebtInstrumentBasisSpreadOnVariableRate1", "unitRef": "number", "xsiNil": "false", "lang": "en-US", "decimals": "INF", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R56": { "role": "http://www.cloudflare.com/role/CommonStockNarrativesDetails", "longName": "9954503 - Disclosure - Common Stock - Narratives (Details)", "shortName": "Common Stock - Narratives (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "56", "firstAnchor": { "contextRef": "c-7", "name": "cloud:CommonStockVotingRightsNumberOfVotesForEachShare", "unitRef": "vote", "xsiNil": "false", "lang": "en-US", "decimals": "INF", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-7", "name": "cloud:CommonStockVotingRightsNumberOfVotesForEachShare", "unitRef": "vote", "xsiNil": "false", "lang": "en-US", "decimals": "INF", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R57": { "role": "http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails", "longName": "9954504 - Disclosure - Common Stock - Common Stock Reserved for Future Issuance (Details)", "shortName": "Common Stock - Common Stock Reserved for Future Issuance (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "57", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:CommonStockCapitalSharesReservedForFutureIssuance", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "cloud:ScheduleOfCommonStockReservedForFutureIssuanceTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-4", "name": "us-gaap:CommonStockCapitalSharesReservedForFutureIssuance", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "cloud:ScheduleOfCommonStockReservedForFutureIssuanceTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R58": { "role": "http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails", "longName": "9954505 - Disclosure - Stock-based Compensation - Narrative (Details)", "shortName": "Stock-based Compensation - Narrative (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "58", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-277", "name": "us-gaap:AllocatedShareBasedCompensationExpense", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } }, "R59": { "role": "http://www.cloudflare.com/role/StockbasedCompensationStockbasedCompensationExpenseDetails", "longName": "9954506 - Disclosure - Stock-based Compensation - Stock-based Compensation Expense (Details)", "shortName": "Stock-based Compensation - Stock-based Compensation Expense (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "59", "firstAnchor": { "contextRef": "c-10", "name": "us-gaap:AllocatedShareBasedCompensationExpense", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-290", "name": "us-gaap:AllocatedShareBasedCompensationExpense", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } }, "R60": { "role": "http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersComputationofBasicandDilutedEarningsperShareAttributableto
"longName": "9954507 - Disclosure - Net Loss per Share Attributable to Common Stockholders - Computation of Basic and Diluted Earnings per Share Attributable to Common Stockholders (Details)", "shortName": "Net Loss per Share Attributable to Common Stockholders - Computation of Basic and Diluted Earnings per Share Attributable to Common Stockholders (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "60", "firstAnchor": { "contextRef": "c-10", "name": "us-gaap:NetIncomeLoss", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-19", "name": "us-gaap:WeightedAverageNumberOfSharesOutstandingBasic", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } }, "R61": { "role": "http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersPotentialSharesofCommonStockExcludedfromComputationofBa
"longName": "9954508 - Disclosure - Net Loss per Share Attributable to Common Stockholders - Potential Shares of Common Stock Excluded from Computation of Basic and Diluted Net Loss per Share Attributable to Common Stockholders (Details)", "shortName": "Net Loss per Share Attributable to Common Stockholders - Potential Shares of Common Stock Excluded from Computation of Basic and Diluted Net Loss per Share Attributable to Common Stockholders (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "61", "firstAnchor": { "contextRef": "c-1", "name": "us-gaap:AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "ix:continuation", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-1", "name": "us-gaap:AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "unitRef": "shares", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "ix:continuation", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true, "unique": true } }, "R62": { "role": "http://www.cloudflare.com/role/IncomeTaxesDetails", "longName": "9954509 - Disclosure - Income Taxes (Details)", "shortName": "Income Taxes (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "62", "firstAnchor": { "contextRef": "c-10", "name": "us-gaap:IncomeTaxExpenseBenefit", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": null }, "R63": { "role": "http://www.cloudflare.com/role/BusinessCombinationsDetails", "longName": "9954510 - Disclosure - Business Combinations (Details)", "shortName": "Business Combinations (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "63", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:Goodwill", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-318", "name": "us-gaap:BusinessCombinationConsiderationTransferred1", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-5", "ancestors": ["span", "div", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } }, "R64": { "role": "http://www.cloudflare.com/role/SegmentandGeographicInformationNarrativesDetails", "longName": "9954511 - Disclosure - Segment and Geographic Information - Narratives (Details)", "shortName": "Segment and Geographic Information - Narratives (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "64", "firstAnchor": null, "uniqueAnchor": null }, "R65": { "role": "http://www.cloudflare.com/role/SegmentandGeographicInformationPropertyandEquipmentNetbyGeographicAreaDetails", "longName": "9954512 - Disclosure - Segment and Geographic Information - Property and Equipment, Net by Geographic Area (Details)", "shortName": "Segment and Geographic Information - Property and Equipment, Net by Geographic Area (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "65", "firstAnchor": { "contextRef": "c-4", "name": "us-gaap:PropertyPlantAndEquipmentNet", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:LongLivedAssetsByGeographicAreasTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "first": true }, "uniqueAnchor": { "contextRef": "c-320", "name": "us-gaap:PropertyPlantAndEquipmentNet", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "us-gaap:LongLivedAssetsByGeographicAreasTableTextBlock", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "cloud-20240630.htm", "unique": true } } }, "tag": { "cloud_APICShareBasedPaymentArrangementIncreaseForStockOptionsEarlyExercised": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "APICShareBasedPaymentArrangementIncreaseForStockOptionsEarlyExercised", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Vesting of shares issued upon early exercise of stock options", "label": "APIC, Share-Based Payment Arrangement, Increase For Stock Options Early Exercised", "documentation": "APIC, Share-Based Payment Arrangement, Increase For Stock Options Early Exercised" } } }, "auth_ref": [] }, "us-gaap_AccountingPoliciesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountingPoliciesAbstract", "lang": { "en-us": { "role": { "label": "Accounting Policies [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AccountsPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableCurrent", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accounts payable", "label": "Accounts Payable, Current", "documentation": "Carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r81", "r899"] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order":

3.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net", "label": "Accounts Receivable, after Allowance for Credit Loss, Current", "documentation": "Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": ["r1051"] }, "us-gaap_AccretionAmortizationOfDiscountsAndPremiumsInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccretionAmortizationOfDiscountsAndPremiumsInvestments", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 13.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedLabel": "Net accretion of discounts and amortization of premiums on available-for-sale securities", "label": "Accretion (Amortization) of Discounts and Premiums, Investments", "documentation": "The sum of the periodic adjustments of the differences between securities' face values and purchase prices that are charged against earnings. This is called accretion if the security was purchased at a discount and amortization if it was purchased at premium. As a noncash item, this element is an adjustment to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r114"] }, "cloud_AccruedLiabilitiesAndOtherLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "AccruedLiabilitiesAndOtherLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accrued expenses and other current liabilities", "label": "Accrued Liabilities And Other Liabilities, Current", "documentation": "Accrued Liabilities And Other Liabilities, Current" } } }, "auth_ref": [] }, "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Less accumulated depreciation and amortization", "label": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment", "documentation": "Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services." } } }, "auth_ref": ["r45", "r171", "r701"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossAvailableForSaleSecuritiesAdjustmentNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossAvailableForSaleSecuritiesAdjustmentNetOfTax", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Net (loss) gain on investments, net of tax", "label": "AOCI, Debt Securities, Available-for-Sale, Adjustment, after Tax", "documentation": "Amount, after tax, of accumulated unrealized gain (loss) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": ["r1024"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive income (loss)", "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": ["r16", "r17", "r100", "r179", "r698", "r722", "r726"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "verboseLabel": "Accumulated other comprehensive loss", "label": "AOCI Attributable to Parent [Member]", "documentation": "Accumulated increase (decrease) in equity from transactions and other events and circumstances from non-owner sources, attributable to the parent. Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r3", "r10", "r17", "r544", "r547", "r617", "r717", "r718", "r1025", "r1026", "r1027", "r1038", "r1039", "r1040", "r1041"] }, "ecd_Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Additional402vDisclosureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Additional 402(v) Disclosure", "label": "Additional 402(v) Disclosure [Text Block]" } } }, "auth_ref": ["r957"] }, "us-gaap_AdditionalPaidInCapital": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapital", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital", "documentation": "Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": ["r95", "r899", "r1188"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r739", "r1038", "r1039", "r1040", "r1041", "r1116", "r1189"] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation, Amount", "label": "Adjustment to Compensation Amount" } } }, "auth_ref": ["r970"] }, "ecd_AdjToCompAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation:", "label": "Adjustment to Compensation [Axis]" } } }, "auth_ref": ["r970"] }, "ecd_AdjToNonPeoNeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToNonPeoNeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Non-PEO NEO Compensation Footnote", "label": "Adjustment to Non-PEO NEO Compensation Footnote [Text Block]" } } }, "auth_ref": ["r970"] }, "ecd_AdjToPeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToPeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment To PEO Compensation, Footnote", "label": "Adjustment To PEO Compensation, Footnote [Text Block]" } } }, "auth_ref": ["r970"] }, "us-gaap_AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsRelatedToTaxWithholdingForShareBasedCompensation", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Tax withholding on RSU settlement", "label": "Share-Based Payment Arrangement, Decrease for Tax Withholding Obligation", "documentation": "Amount of decrease to equity for grantee's tax withholding obligation for award under share-based payment arrangement." } } }, "auth_ref": [] }, "cloud_AdjustmentsToAdditionalPaidInCapitalPurchasesOfCappedCallsRelatedToConvertibleDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "AdjustmentsToAdditionalPaidInCapitalPurchasesOfCappedCallsRelatedToConvertibleDebt", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Purchases of capped calls related to convertible senior notes", "label": "Adjustments To Additional Paid In Capital, Purchases Of Capped Calls Related To Convertible Debt", "documentation": "Adjustments To Additional Paid In Capital, Purchases Of Capped Calls Related To Convertible Debt" } } }, "auth_ref": [] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY", "http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation", "label": "APIC, Share-Based Payment Arrangement, Increase for Cost Recognition", "documentation": "Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement." } } }, "auth_ref": ["r57", "r58", "r457"] }, "us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Adjustments to reconcile net loss to cash provided by operating activities:", "label": "Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": [] }, "ecd_AggtChngPnsnValInSummryCompstnTblForAplblYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtChngPnsnValInSummryCompstnTblForAplblYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table", "label": "Aggregate Change in Present Value of

```
Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member]" } } }, "auth_ref": [ "r1003" ] },
"ecd_AggtErrCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtErrCompAmt",
"presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Aggregate Erroneous Compensation
Amount", "label": "Aggregate Erroneous Compensation Amount" } } }, "auth_ref": [ "r929", "r939", "r949", "r981" ] },
"ecd_AggtErrCompNotYetDeterminedTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname":
"AggtErrCompNotYetDeterminedTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": {
"terseLabel": "Aggregate Erroneous Compensation Not Yet Determined", "label": "Aggregate Erroneous Compensation Not Yet Determined [Text
Block]" } } }, "auth_ref": [ "r932", "r942", "r952", "r984" ] }, "ecd_AggtPnsnAdjsSvcCstMember": { "xbrltype": "domainItemType", "nsuri":
"http://xbrl.sec.gov/ecd/2024", "localname": "AggtPnsnAdjsSvcCstMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang":
{ "en-us": { "role": { "terseLabel": "Aggregate Pension Adjustments Service Cost", "label": "Aggregate Pension Adjustments Service Cost [Member]"
} } }, "auth_ref": [ "r1004" ] }, "ecd_AllAdjToCompMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname":
"AllAdjToCompMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "All Adjustments
to Compensation", "label": "All Adjustments to Compensation [Member]" } } }, "auth_ref": [ "r970" ] }, "ecd_AllExecutiveCategoriesMember": {
"xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllExecutiveCategoriesMember", "presentation": [
"http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "All Executive Categories", "label": "All Executive
Categories [Member]" } } }, "auth_ref": [ "r977" ] }, "ecd_AllIndividualsMember": { "xbrltype": "domainItemType", "nsuri":
"http://xbrl.sec.gov/ecd/2024", "localname": "AllIndividualsMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure",
"http://xbrl.sec.gov/ecd/role/ErrCompDisclosure", "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements",
"http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "All Individuals", "label": "All Individuals [Member]" } } },
"auth_ref": [ "r933", "r943", "r953", "r977", "r985", "r989", "r997" ] }, "ecd_AllTradingArrangementsMember": { "xbrltype": "domainItemType",
"nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllTradingArrangementsMember", "presentation": [
"http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements" ], "lang": { "en-us": { "role": { "terseLabel": "All Trading Arrangements", "label": "All
Trading Arrangements [Member]" } } }, "auth_ref": [ "r995" ] }, "us-gaap_AllocatedShareBasedCompensationExpense": { "xbrltype":
"monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllocatedShareBasedCompensationExpense", "crdr": "debit",
"presentation": [ "http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails",
"http://www.cloudflare.com/role/StockbasedCompensationStockbasedCompensationExpenseDetails" ], "lang": { "en-us": { "role": { "terseLabel":
"Stock-based compensation expense", "verboseLabel": "Total stock-based compensation expense", "label": "Share-Based Payment Arrangement,
Expense", "documentation": "Amount of expense for award under share-based payment arrangement. Excludes amount capitalized." } } },
"auth_ref": [ "r486", "r492" ] }, "us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent": { "xbrltype": "monetaryItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "AllowanceForDoubtfulAccountsReceivableCurrent", "crdr": "credit", "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsAccountsReceivableNetDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Allowance
for doubtful accounts", "label": "Accounts Receivable, Allowance for Credit Loss, Current", "documentation": "Amount of allowance for credit loss
on accounts receivable, classified as current." } } }, "auth_ref": [ "r180", "r276", "r321" ] }, "us-
gaap_AllowanceForDoubtfulAccountsReceivableWriteOffs": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"AllowanceForDoubtfulAccountsReceivableWriteOffs", "crdr": "debit", "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsAccountsReceivableNetDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Write-off of
uncollectible accounts receivable", "label": "Accounts Receivable, Allowance for Credit Loss, Writeoff", "documentation": "Amount of direct write-
downs of accounts receivable charged against the allowance." } } }, "auth_ref": [ "r325" ] }, "dei_AmendmentFlag": { "xbrltype":
"booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": [
"http://www.cloudflare.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Amendment Flag", "label": "Amendment Flag",
"documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "us-
gaap_AmortizationOfFinancingCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"AmortizationOfFinancingCosts", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetails": { "parentTag": "us-gaap_InterestAndDebtExpense", "weight":
1.0, "order": 2.0 } }, "presentation": [ "http://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetails" ], "lang": { "en-us": {
"role": { "terseLabel": "Amortization of debt issuance costs", "label": "Amortization of Debt Issuance Costs", "documentation": "Amount of
amortization expense attributable to debt issuance costs." } } }, "auth_ref": [ "r107", "r405", "r1032", "r1135" ] }, "us-
gaap_AmortizationOfFinancingCostsAndDiscounts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"AmortizationOfFinancingCostsAndDiscounts", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-
gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 16.0 } }, "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS" ], "lang": { "en-us": { "role": { "terseLabel":
"Amortization of debt issuance costs", "label": "Amortization of Debt Issuance Costs and Discounts", "documentation": "Amount of amortization
expense attributable to debt discount (premium) and debt issuance costs." } } }, "auth_ref": [ "r405", "r867", "r868", "r1032", "r1135" ] }, "us-
gaap_AmortizationOfIntangibleAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"AmortizationOfIntangibleAssets", "crdr": "debit", "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails" ], "lang": { "en-us": { "role": { "terseLabel":
"Amortization of acquired intangible assets", "label": "Amortization of Intangible Assets", "documentation": "The aggregate expense charged
against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the
periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or
used in operations using the indirect method." } } }, "auth_ref": [ "r7", "r342", "r349", "r863" ] }, "us-
gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": [
"http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersPotentialSharesofCommonStockExcludedfromComputationofBa
], "lang": { "en-us": { "role": { "terseLabel": "Potential shares of common stock excluded from computation of diluted net loss per share
attributable to common stockholders (in shares)", "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount",
"documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per
share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would
increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": [ "r240" ] }, "us-
gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis": { "xbrltype": "stringItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis",
"presentation": [
"http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersPotentialSharesofCommonStockExcludedfromComputationofBa
], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities [Axis]", "label": "Antidilutive Securities [Axis]", "documentation": "Information
by type of antidilutive security." } } }, "auth_ref": [ "r32" ] }, "us-
gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems", "presentation": [
"http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersPotentialSharesofCommonStockExcludedfromComputationofBa
], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]", "label":
"Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]", "documentation": "Line items represent financial
concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many
axes to the table." } } }, "auth_ref": [] }, "us-gaap_AntidilutiveSecuritiesNameDomain": { "xbrltype": "domainItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesNameDomain", "presentation": [
"http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersPotentialSharesofCommonStockExcludedfromComputationofBa
], "lang": { "en-us": { "role": { "terseLabel": "Antidilutive Securities, Name [Domain]", "label": "Antidilutive Securities, Name [Domain]",
"documentation": "Incremental common shares attributable to securities that were not included in diluted earnings per share (EPS) because to do
so would increase EPS amounts or decrease loss per share amounts for the period presented." } } }, "auth_ref": [ "r32" ] },
"srt_AsiaPacificMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "AsiaPacificMember", "presentation": [
"http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Asia Pacific", "label": "Asia
Pacific [Member]" } } }, "auth_ref": [ "r1191", "r1192", "r1193", "r1194" ] }, "us-gaap_Assets": { "xbrltype": "monetaryItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "Assets", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": null, "weight": null, "order": null, "root": true } },
"presentation": [ "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS" ], "lang": { "en-us": { "role": { "totalLabel":
"Total assets", "label": "Assets", "documentation": "Amount of asset recognized for present right to economic benefit." } } }, "auth_ref": [ "r136",
"r147", "r175", "r210", "r244", "r252", "r262", "r265", "r310", "r374", "r375", "r376", "r377", "r378", "r379", "r380", "r381", "r382", "r535", "r537",
"r586", "r695", "r777", "r855", "r856", "r899", "r920", "r1083", "r1084", "r1142" ] }, "us-gaap_AssetsAbstract": { "xbrltype": "stringItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetsAbstract", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS" ], "lang": { "en-us": { "role": { "terseLabel": "Assets", "label":
"Assets [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024",
```

"localname": "AssetsCurrent", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "totalLabel": "Total current assets", "label": "Assets, Current", "documentation": "Amount of asset recognized for present right to economic benefit, classified as current." } } }, "auth_ref": ["r167", "r181", "r210", "r310", "r374", "r375", "r376", "r377", "r378", "r379", "r380", "r381", "r382", "r535", "r537", "r586", "r899", "r1083", "r1084", "r1142"] }, "us-gaap_AssetsCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetsCurrentAbstract", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Current assets:", "label": "Assets, Current [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AssetsFairValueDisclosure": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetsFairValueDisclosure", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby], "lang": { "en-us": { "role": { "terseLabel": "Total assets measured at fair value on a recurring basis", "label": "Assets, Fair Value Disclosure", "documentation": "Fair value portion of asset recognized for present right to economic benefit." } } }, "auth_ref": ["r564", "r565", "r886"] }, "us-gaap_AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedGainBeforeTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedGainBeforeTax", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby { "parentTag": "us-gaap_AvailableForSaleDebtSecuritiesAmortizedCostBasis", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby], "lang": { "en-us": { "role": { "terseLabel": "Unrealized Gain", "label": "Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Gain, before Tax", "documentation": "Amount, before tax, of unrealized gain in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": ["r283"] }, "us-gaap_AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedLossBeforeTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleDebtSecuritiesAccumulatedGrossUnrealizedLossBeforeTax", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby { "parentTag": "us-gaap_AvailableForSaleDebtSecuritiesAmortizedCostBasis", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby], "lang": { "en-us": { "role": { "negatedLabel": "Unrealized (Loss)", "label": "Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Loss, before Tax", "documentation": "Amount, before tax, of unrealized loss in accumulated other comprehensive income (AOCI) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": ["r284"] }, "us-gaap_AvailableForSaleDebtSecuritiesAmortizedCostBasis": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleDebtSecuritiesAmortizedCostBasis", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby { "parentTag": "cloud_CashAndCashEquivalentsAndDebtSecuritiesAvailableForSaleAmortizedCost", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby], "lang": { "en-us": { "role": { "totalLabel": "Amortized Cost", "label": "Debt Securities, Available-for-Sale, Amortized Cost", "documentation": "Amortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": ["r280", "r329", "r694"] }, "us-gaap_AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearAmortizedCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtMaturitiesWithinOneYearAmortizedCost", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Amortized cost of available-for-sale investments with maturities less than one year", "label": "Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, Year One", "documentation": "Amortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), with single maturity date and allocated without single maturity date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r1054"] }, "us-gaap_AvailableForSaleSecuritiesDebtSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtSecurities", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby { "parentTag": "us-gaap_AvailableForSaleDebtSecuritiesAmortizedCostBasis", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby], "lang": { "en-us": { "role": { "terseLabel": "Fair Value", "label": "Debt Securities, Available-for-Sale", "documentation": "Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": ["r281", "r329", "r564", "r689", "r886", "r890", "r1052", "r1120", "r1121", "r1122"] }, "us-gaap_AvailableForSaleSecuritiesDebtSecuritiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AvailableForSaleSecuritiesDebtSecuritiesCurrent", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Available-for-sale securities", "label": "Debt Securities, Available-for-Sale, Current", "documentation": "Amount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), classified as current." } } }, "auth_ref": ["r278", "r329"] }, "ecd_AwardExrcPrice": { "xbrltype": "perShareItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardExrcPrice", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Exercise Price", "label": "Award Exercise Price" } } }, "auth_ref": ["r992"] }, "ecd_AwardGrantDateFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardGrantDateFairValue", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value as of Grant Date", "label": "Award Grant Date Fair Value" } } }, "auth_ref": ["r993"] }, "ecd_AwardTmgDiscLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgDiscLineItems", "lang": { "en-us": { "role": { "label": "Award Timing Disclosures [Line Items]" } } }, "auth_ref": ["r988"] }, "ecd_AwardTmgHowMnpiCnsdrdTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgHowMnpiCnsdrdTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Award Timing, How MNPI Considered", "label": "Award Timing, How MNPI Considered [Text Block]" } } }, "auth_ref": ["r988"] }, "ecd_AwardTmgMethodTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgMethodTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Award Timing Method", "label": "Award Timing Method [Text Block]" } } }, "auth_ref": ["r988"] }, "ecd_AwardTmgMnpiCnsdrdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgMnpiCnsdrdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Award Timing MNPI Considered", "label": "Award Timing MNPI Considered [Flag]" } } }, "auth_ref": ["r988"] }, "ecd_AwardTmgMnpiDiscTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgMnpiDiscTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Award Timing MNPI Disclosure", "label": "Award Timing MNPI Disclosure [Text Block]" } } }, "auth_ref": ["r988"] }, "ecd_AwardTmgPredtrmndFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardTmgPredtrmndFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Award Timing Predetermined", "label": "Award Timing Predetermined [Flag]" } } }, "auth_ref": ["r988"] }, "us-gaap_AwardTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AwardTypeAxis", "presentation": ["http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails", "http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Award Type [Axis]", "label": "Award Type [Axis]", "documentation": "Information by type of award under share-based payment arrangement." } } }, "auth_ref": ["r460", "r461", "r462", "r463", "r464", "r465", "r466", "r467", "r468", "r469", "r470", "r471", "r472", "r473", "r474", "r475", "r476", "r477", "r478", "r479", "r480", "r481", "r482", "r483", "r484", "r485"] }, "ecd_AwardUndrlygSecuritiesAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardUndrlygSecuritiesAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Underlying Securities", "label": "Award Underlying Securities Amount" } } }, "auth_ref": ["r991"] }, "ecd_AwardsCloseToMnpiDiscIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardsCloseToMnpiDiscIndName", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Name", "label": "Awards Close in Time to MNPI Disclosures, Individual Name" } } }, "auth_ref": ["r990"] }, "ecd_AwardsCloseToMnpiDiscTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardsCloseToMnpiDiscTable", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Awards Close in Time to MNPI Disclosures", "label": "Awards Close in Time to MNPI Disclosures [Table]" } } }, "auth_ref": ["r989"] }, "ecd_AwardsCloseToMnpiDiscTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AwardsCloseToMnpiDiscTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Awards Close in Time to MNPI Disclosures, Table", "label": "Awards Close in Time to MNPI Disclosures [Table Text Block]" } } }, "auth_ref": ["r989"] }, "us-gaap_BalanceSheetLocationAxis":

{ "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BalanceSheetLocationAxis", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Balance Sheet Location [Axis]", "label": "Statement of Financial Position Location, Balance [Axis]",
"documentation": "Information by location in statement of financial position where disaggregated cumulative balance has been reported." } } },
"auth_ref": ["r362", "r1157", "r1158"] }, "us-gaap_BalanceSheetLocationDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "BalanceSheetLocationDomain", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Balance Sheet Location [Domain]", "label": "Statement of Financial Position Location, Balance
[Domain]", "documentation": "Location in statement of financial position where disaggregated cumulative balance has been reported." } } },
"auth_ref": ["r70", "r72", "r362", "r1157", "r1158"] }, "us-gaap_BasisOfAccountingPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname": "BasisOfAccountingPolicyPolicyTextBlock", "presentation": [
"http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Basis of
Presentation", "label": "Basis of Accounting, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for basis of accounting,
or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other
Comprehensive Basis of Accounting, IFRS)." } } }, "auth_ref": [] }, "cloud_BastionZeroMember": { "xbrltype": "domainItemType", "nsuri":
"http://www.cloudflare.com/20240630", "localname": "BastionZeroMember", "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails",
"http://www.cloudflare.com/role/BalanceSheetComponentsGoodwillDetails", "http://www.cloudflare.com/role/BusinessCombinationsDetails"],
"lang": { "en-us": { "role": { "terseLabel": "BastionZero", "label": "BastionZero [Member]", "documentation": "BastionZero" } } }, "auth_ref": [] },
"us-gaap_BridgeLoanMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BridgeLoanMember",
"presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": {
"terseLabel": "Bridge Loan", "label": "Bridge Loan [Member]", "documentation": "Financing which is expected to be replaced by a medium to long-
term loan. The loan \"bridges\" the gap in time when otherwise no financing would be in place." } } }, "auth_ref": [] }, "us-
gaap_BusinessAcquisitionAcquireeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"BusinessAcquisitionAcquireeDomain", "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails",
"http://www.cloudflare.com/role/BalanceSheetComponentsGoodwillDetails", "http://www.cloudflare.com/role/BusinessCombinationsDetails"],
"lang": { "en-us": { "role": { "terseLabel": "Business Acquisition, Acquiree [Domain]", "label": "Business Acquisition, Acquiree [Domain]",
"documentation": "Identification of the acquiree in a material business combination (or series of individually immaterial business combinations),
which may include the name or other type of identification of the acquiree." } } }, "auth_ref": ["r343", "r344", "r345", "r346", "r347", "r524",
"r880", "r881"] }, "us-gaap_BusinessAcquisitionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"BusinessAcquisitionAxis", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails",
"http://www.cloudflare.com/role/BalanceSheetComponentsGoodwillDetails", "http://www.cloudflare.com/role/BusinessCombinationsDetails"],
"lang": { "en-us": { "role": { "terseLabel": "Business Acquisition [Axis]", "label": "Business Acquisition [Axis]", "documentation": "Information by
business combination or series of individually immaterial business combinations." } } }, "auth_ref": ["r60", "r61", "r343", "r344", "r345", "r346",
"r347", "r524", "r880", "r881"] }, "us-gaap_BusinessAcquisitionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "BusinessAcquisitionLineItems", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsGoodwillDetails",
"http://www.cloudflare.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Business Acquisition [Line Items]",
"label": "Business Acquisition [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are
used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r524"] },
"us-gaap_BusinessAcquisitionPurchasePriceAllocationGoodwillExpectedTaxDeductibleAmount": { "xbrltype": "monetaryItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "BusinessAcquisitionPurchasePriceAllocationGoodwillExpectedTaxDeductibleAmount", "crdr": "debit",
"presentation": ["http://www.cloudflare.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill expected to
be tax deductible", "label": "Business Acquisition, Goodwill, Expected Tax Deductible Amount", "documentation": "The amount of goodwill arising
from a business combination that is expected to be deductible for tax purposes." } } }, "auth_ref": ["r67"] }, "us-
gaap_BusinessCombinationAcquisitionRelatedCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"BusinessCombinationAcquisitionRelatedCosts", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/BusinessCombinationsDetails"],
"lang": { "en-us": { "role": { "terseLabel": "Transaction-related costs", "label": "Business Combination, Acquisition Related Costs",
"documentation": "This element represents acquisition-related costs incurred to effect a business combination which costs have been expensed
during the period. Such costs include finder's fees; advisory, legal, accounting, valuation, and other professional or consulting fees; general
administrative costs, including the costs of maintaining an internal acquisitions department; and may include costs of registering and issuing debt
and equity securities." } } }, "auth_ref": ["r59"] }, "us-gaap_BusinessCombinationAndAssetAcquisitionAbstract": { "xbrltype": "stringItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationAndAssetAcquisitionAbstract", "lang": { "en-us": { "role": { "label":
"Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract]" } } }, "auth_ref": [] }, "us-
gaap_BusinessCombinationConsiderationTransferred1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"BusinessCombinationConsiderationTransferred1", "crdr": "credit", "presentation": [
"http://www.cloudflare.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Consideration transferred", "label":
"Business Combination, Consideration Transferred", "documentation": "Amount of consideration transferred, consisting of acquisition-date fair
value of assets transferred by the acquirer, liabilities incurred by the acquirer, and equity interest issued by the acquirer." } } }, "auth_ref": ["r0",
"r1", "r9"] }, "us-gaap_BusinessCombinationContingentConsiderationLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "BusinessCombinationContingentConsiderationLiability", "crdr": "credit", "presentation": [
"http://www.cloudflare.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash holdback", "label": "Business
Combination, Contingent Consideration, Liability", "documentation": "Amount of liability recognized arising from contingent consideration in a
business combination." } } }, "auth_ref": ["r66", "r132", "r529", "r566", "r567", "r568"] },
"cloud_BusinessCombinationContingentConsiderationLiabilityPeriod": { "xbrltype": "durationItemType", "nsuri":
"http://www.cloudflare.com/20240630", "localname": "BusinessCombinationContingentConsiderationLiabilityPeriod", "presentation": [
"http://www.cloudflare.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Contingent consideration, liability,
period", "label": "Business Combination, Contingent Consideration, Liability, Period", "documentation": "Business Combination, Contingent
Consideration, Liability, Period" } } }, "auth_ref": [] }, "us-gaap_BusinessCombinationDisclosureTextBlock": { "xbrltype": "textBlockItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationDisclosureTextBlock", "presentation": [
"http://www.cloudflare.com/role/BusinessCombinations"], "lang": { "en-us": { "role": { "terseLabel": "Business Combinations", "label": "Business
Combination Disclosure [Text Block]", "documentation": "The entire disclosure for a business combination (or series of individually immaterial
business combinations) completed during the period, including background, timing, and recognized assets and liabilities. The disclosure may
include leverage buyout transactions (as applicable)." } } }, "auth_ref": ["r130", "r525"] },
"cloud_BusinessCombinationIndemnityHoldbackConsideration": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630",
"localname": "BusinessCombinationIndemnityHoldbackConsideration", "crdr": "credit", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel":
"Indemnity holdback consideration associated with business combinations", "label": "Business Combination, Indemnity Holdback Consideration",
"documentation": "Business Combination, Indemnity Holdback Consideration" } } }, "auth_ref": [] }, "us-
gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntangibles": { "xbrltype": "monetaryItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntangibles",
"crdr": "debit", "presentation": ["http://www.cloudflare.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "terseLabel":
"Intangible assets acquired", "label": "Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Finite-Lived
Intangibles", "documentation": "The amount of identifiable intangible assets recognized as of the acquisition date." } } }, "auth_ref": ["r62", "r63"
] }, "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedNoncurrentLiabilitiesOther": { "xbrltype":
"monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedNoncurrentLiabilitiesOther", "crdr": "credit", "presentation": [
"http://www.cloudflare.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Other noncurrent liabilities acquired",
"label": "Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Noncurrent Liabilities, Other", "documentation":
"Amount of other liabilities due after one year or the normal operating cycle, if longer, assumed at the acquisition date." } } }, "auth_ref": ["r63"]
}, "us-gaap_CapitalExpendituresIncurredButNotYetPaid": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"CapitalExpendituresIncurredButNotYetPaid", "crdr": "credit", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel":
"Accounts payable and accrued expenses related to property and equipment additions", "label": "Capital Expenditures Incurred but Not yet Paid",
"documentation": "Future cash outflow to pay for purchases of fixed assets that have occurred." } } }, "auth_ref": ["r27", "r28", "r29"] },
"cloud_CapitalizedContractCostAdditions": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname":
"CapitalizedContractCostAdditions", "crdr": "debit", "presentation": [
"http://www.cloudflare.com/role/RevenueDeferredContractAcquisitionCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Capitalization of
contract acquisition costs", "label": "Capitalized Contract Cost, Additions", "documentation": "Capitalized Contract Cost, Additions" } } },

"auth_ref": [] }, "us-gaap_CapitalizedContractCostAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedContractCostAmortization", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 15.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS", "http://www.cloudflare.com/role/RevenueDeferredContractAcquisitionCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Amortization of deferred contract acquisition costs", "negatedLabel": "Amortization of deferred contract acquisition costs", "label": "Capitalized Contract Cost, Amortization", "documentation": "Amount of amortization expense for asset recognized from cost incurred to obtain or fulfill contract with customer." } } }, "auth_ref": ["r334"] }, "us-gaap_CapitalizedContractCostImpairmentLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedContractCostImpairmentLoss", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/RevenueNarrativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Impairment loss", "label": "Capitalized Contract Cost, Impairment Loss", "documentation": "Amount of impairment loss for asset recognized from cost incurred to obtain or fulfill contract with customer." } } }, "auth_ref": ["r334"] }, "us-gaap_CapitalizedContractCostNetNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedContractCostNetNoncurrent", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "http://www.cloudflare.com/role/RevenueDeferredContractAcquisitionCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Deferred contract acquisition costs, noncurrent", "periodStartLabel": "Beginning balance", "periodEndLabel": "Ending balance", "label": "Capitalized Contract Cost, Net, Noncurrent", "documentation": "Amount, after accumulated amortization and accumulated impairment loss, of asset recognized from cost incurred to obtain or fulfill contract with customer; classified as noncurrent." } } }, "auth_ref": ["r333"] }, "cloud_CapitalizedContractCostRollForward": { "xbrltype": "stringItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "CapitalizedContractCostRollForward", "presentation": ["http://www.cloudflare.com/role/RevenueDeferredContractAcquisitionCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Capitalized Contract Cost [Roll Forward]", "label": "Capitalized Contract Cost [Roll Forward]", "documentation": "Capitalized Contract Cost" } } }, "auth_ref": [] }, "us-gaap_CapitalizedContractCostTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedContractCostTableTextBlock", "presentation": ["http://www.cloudflare.com/role/RevenueTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Deferred Contract Acquisition Costs", "label": "Capitalized Contract Cost [Table Text Block]", "documentation": "Tabular disclosure of cost capitalized in obtaining or fulfilling contract with customer." } } }, "auth_ref": ["r1060"] }, "cloud_CappedCallInitialCapPrice": { "xbrltype": "perShareItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "CappedCallInitialCapPrice", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Capped call, initial cap price (in dollars per share)", "label": "Capped Call, Initial Cap Price", "documentation": "Capped Call, Initial Cap Price" } } }, "auth_ref": [] }, "cloud_CappedCallsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "CappedCallsMember", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Capped Calls", "label": "Capped Calls [Member]", "documentation": "Capped Calls" } } }, "auth_ref": [] }, "us-gaap_CashAcquiredFromAcquisition": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAcquiredFromAcquisition", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash acquired", "label": "Cash Acquired from Acquisition", "documentation": "The cash inflow associated with the acquisition of business during the period (for example, cash that was held by the acquired business)." } } }, "auth_ref": ["r20"] }, "cloud_CashAndCashEquivalentsAccumulatedGrossUnrealizedGainBeforeTax": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "CashAndCashEquivalentsAccumulatedGrossUnrealizedGainBeforeTax", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby { "parentTag": "us-gaap_CashAndCashEquivalentsAtCarryingValue", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby "http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Unrealized Gain", "verboseLabel": "Unrealized gain", "label": "Cash And Cash Equivalents, Accumulated Gross Unrealized Gain, Before Tax", "documentation": "Cash And Cash Equivalents, Accumulated Gross Unrealized Gain, Before Tax" } } }, "auth_ref": [] }, "cloud_CashAndCashEquivalentsAccumulatedGrossUnrealizedLossBeforeTax": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "CashAndCashEquivalentsAccumulatedGrossUnrealizedLossBeforeTax", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby { "parentTag": "us-gaap_CashAndCashEquivalentsAtCarryingValue", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby "http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Unrealized (Loss)", "verboseLabel": "Unrealized loss", "label": "Cash And Cash Equivalents, Accumulated Gross Unrealized Loss, Before Tax", "documentation": "Cash And Cash Equivalents, Accumulated Gross Unrealized Loss, Before Tax" } } }, "auth_ref": [] }, "cloud_CashAndCashEquivalentsAndDebtSecuritiesAvailableForSale": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "CashAndCashEquivalentsAndDebtSecuritiesAvailableForSale", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby { "parentTag": "cloud_CashAndCashEquivalentsAndDebtSecuritiesAvailableForSaleAmortizedCost", "weight": 1.0, "order": 3.0 }, "http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby], "lang": { "en-us": { "role": { "totalLabel": "Fair Value", "label": "Cash And Cash Equivalents And Debt Securities, Available-For-Sale", "documentation": "Cash And Cash Equivalents And Debt Securities, Available-For-Sale" } } }, "auth_ref": [] }, "cloud_CashAndCashEquivalentsAndDebtSecuritiesAvailableForSaleAccumulatedGrossUnrealizedGainBeforeTax": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "CashAndCashEquivalentsAndDebtSecuritiesAvailableForSaleAccumulatedGrossUnrealizedGainBeforeTax", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby { "parentTag": "cloud_CashAndCashEquivalentsAndDebtSecuritiesAvailableForSaleAmortizedCost", "weight": -1.0, "order": 1.0 }, "http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby], "lang": { "en-us": { "role": { "totalLabel": "Unrealized Gain", "label": "Cash And Cash Equivalents And Debt Securities, Available-For-Sale, Accumulated Gross Unrealized Gain, Before Tax", "documentation": "Cash And Cash Equivalents And Debt Securities, Available-For-Sale, Accumulated Gross Unrealized Gain, Before Tax" } } }, "auth_ref": [] }, "cloud_CashAndCashEquivalentsAndDebtSecuritiesAvailableForSaleAccumulatedGrossUnrealizedLossBeforeTax": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "CashAndCashEquivalentsAndDebtSecuritiesAvailableForSaleAccumulatedGrossUnrealizedLossBeforeTax", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby { "parentTag": "cloud_CashAndCashEquivalentsAndDebtSecuritiesAvailableForSaleAmortizedCost", "weight": 1.0, "order": 2.0 }, "http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby], "lang": { "en-us": { "role": { "negatedTotalLabel": "Unrealized (Loss)", "label": "Cash And Cash Equivalents And Debt Securities, Available-For-Sale, Accumulated Gross Unrealized Loss, Before Tax", "documentation": "Cash And Cash Equivalents And Debt Securities, Available-For-Sale, Accumulated Gross Unrealized Loss, Before Tax" } } }, "auth_ref": [] }, "cloud_CashAndCashEquivalentsAndDebtSecuritiesAvailableForSaleAmortizedCost": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "CashAndCashEquivalentsAndDebtSecuritiesAvailableForSaleAmortizedCost", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby { "parentTag": null, "weight": null, "order": null, "root": true }, "http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby], "lang": { "en-us": { "role": { "totalLabel": "Amortized Cost", "label": "Cash And Cash Equivalents And Debt Securities, Available-For-Sale,

Amortized Cost", "documentation": "Cash And Cash Equivalents And Debt Securities, Available-For-Sale, Amortized Cost" } } }, "auth_ref": [] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 1.0 },
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
{ "parentTag": "cloud_CashAndCashEquivalentsAndDebtSecuritiesAvailableForSaleAmortizedCost", "weight": 1.0, "order": 1.0 } }, "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS",
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Cash and cash equivalents", "totalLabel": "Amortized Cost", "label": "Cash and Cash Equivalents, at Carrying Value", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r25", "r169", "r844"] }, "us-gaap_CashAndCashEquivalentsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAxis", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
"http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalents [Axis]", "label": "Cash and Cash Equivalents [Axis]", "documentation": "Information by type of cash and cash equivalent balance." } } }, "auth_ref": ["r169"] }, "us-gaap_CashAndCashEquivalentsFairValueDisclosure": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsFairValueDisclosure", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
{ "parentTag": "cloud_CashAndCashEquivalentsAndDebtSecuritiesAvailableForSale", "weight": 1.0, "order": 2.0 } }, "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Fair Value", "label": "Cash and Cash Equivalents, Fair Value Disclosure", "documentation": "Fair value portion of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r1118", "r1119"] }, "us-gaap_CashAndCashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsMember", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Cash\u00a0& Cash Equivalents", "label": "Cash and Cash Equivalents [Member]", "documentation": "Currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": [] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "periodStartLabel": "Cash, cash equivalents, and restricted cash, beginning of period", "periodEndLabel": "Cash, cash equivalents, and restricted cash, end of period", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r25", "r112", "r206"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "totalLabel": "Net increase (decrease) in cash, cash equivalents, and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r2", "r112"] }, "us-gaap_CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashFlowNoncashInvestingAndFinancingActivitiesDisclosureAbstract", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Supplemental Disclosure of Non-cash Investing and Financing Activities:", "label": "Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CashMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashMember", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Cash", "label": "Cash [Member]", "documentation": "Currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits." } } }, "auth_ref": ["r169"] }, "cloud_CashPaidForOperatingLeaseLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "CashPaidForOperatingLeaseLiabilities", "crdr": "credit", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Cash paid for operating lease liabilities", "label": "Cash Paid For Operating Lease Liabilities", "documentation": "Cash Paid For Operating Lease Liabilities" } } }, "auth_ref": [] }, "cloud_CertainHoldersConversionMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "CertainHoldersConversionMember", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Certain Holders Conversion", "label": "Certain Holders Conversion [Member]", "documentation": "Certain Holders Conversion" } } }, "auth_ref": [] }, "us-gaap_ChangeInAccountingEstimateByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ChangeInAccountingEstimateByTypeAxis", "presentation": ["http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Change in Accounting Estimate by Type [Axis]", "label": "Change in Accounting Estimate by Type [Axis]", "documentation": "Information by type of change in accounting estimate." } } }, "auth_ref": ["r34", "r224"] }, "us-gaap_ChangeInAccountingEstimateTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ChangeInAccountingEstimateTypeDomain", "presentation": ["http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Change in Accounting Estimate, Type [Domain]", "label": "Change in Accounting Estimate, Type [Domain]", "documentation": "Identification of the accounting estimate that was changed that had the effect of adjusting the carrying amount of an existing asset or liability, or that will alter the subsequent accounting for existing or future assets or liabilities." } } }, "auth_ref": ["r34", "r224"] }, "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChangedPeerGroupFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Changed Peer Group, Footnote", "label": "Changed Peer Group, Footnote [Text Block]" } } }, "auth_ref": ["r968"] }, "ecd_ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year", "label": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member]" } } }, "auth_ref": ["r965"] }, "ecd_ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested", "label": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member]" } } }, "auth_ref": ["r963"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "City Area Code", "label": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "us-gaap_ClassOfStockDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockDomain", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS",
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical",

"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY",
"http://www.cloudflare.com/role/CommonStockNarrativesDetails", "http://www.cloudflare.com/role/Cover",
"http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails",
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails",
"http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails",
"http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersComputationofBasicandDilutedEarningsperShareAttributableto
"http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock [Domain]",
"label": "Class of Stock [Domain]", "documentation": "Share of stock differentiated by the voting rights the holder receives. Examples include, but
are not limited to, common stock, redeemable preferred stock, nonredeemable preferred stock, and convertible stock." } } }, "auth_ref": ["r159",
"r176", "r177", "r178", "r210", "r234", "r235", "r237", "r239", "r246", "r247", "r310", "r374", "r376", "r377", "r378", "r381", "r382", "r415", "r416",
"r419", "r422", "r429", "r586", "r733", "r734", "r735", "r736", "r739", "r740", "r741", "r742", "r743", "r744", "r745", "r746", "r747", "r748", "r749",
"r750", "r765", "r786", "r804", "r822", "r823", "r824", "r825", "r826", "r1007", "r1034", "r1042"] }, "us-gaap_ClassOfStockLineItems": { "xbrltype":
"stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockLineItems", "presentation": [
"http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails",
"http://www.cloudflare.com/role/CommonStockNarrativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock [Line Items]", "label":
"Class of Stock [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose
reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r176", "r177", "r178",
"r246", "r415", "r416", "r417", "r419", "r422", "r427", "r429", "r733", "r734", "r735", "r736", "r869", "r1007", "r1034"] },
"cloud_CoLocationAssetLeaseMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname":
"CoLocationAssetLeaseMember", "presentation": ["http://www.cloudflare.com/role/LeasesNarrativesDetails"], "lang": { "en-us": { "role": {
"terseLabel": "Co-location Asset Lease", "label": "Co-location Asset Lease [Member]", "documentation": "Co-location Asset Lease" } } }, "auth_ref":
[] }, "ecd_CoSelectedMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname":
"CoSelectedMeasureAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Company
Selected Measure Amount", "label": "Company Selected Measure Amount" } } }, "auth_ref": ["r969"] }, "ecd_CoSelectedMeasureName": {
"xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CoSelectedMeasureName", "presentation": [
"http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Company Selected Measure Name", "label": "Company
Selected Measure Name" } } }, "auth_ref": ["r969"] }, "us-gaap_CommercialPaperMember": { "xbrltype": "domainItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "CommercialPaperMember", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Commercial paper", "label": "Commercial Paper [Member]", "documentation": "Unsecured promissory
note (generally negotiable) that provides institutions with short-term funds." } } }, "auth_ref": ["r121", "r373", "r915", "r916", "r917", "r918"] },
"us-gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"CommitmentsAndContingencies", "crdr": "credit", "calculation": {
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity",
"weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-
us": { "role": { "terseLabel": "Commitments and contingencies (Note\u00a08)", "label": "Commitments and Contingencies", "documentation":
"Represents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will
require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from
(a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from
uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } },
"auth_ref": ["r91", "r140", "r696", "r764"] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "label":
"Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": {
"xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock",
"presentation": ["http://www.cloudflare.com/role/CommitmentsandContingencies"], "lang": { "en-us": { "role": { "terseLabel": "Commitments and
Contingencies", "label": "Commitments and Contingencies Disclosure [Text Block]", "documentation": "The entire disclosure for commitments and
contingencies." } } }, "auth_ref": ["r119", "r365", "r367", "r830", "r1075", "r1080"] }, "us-gaap_CommonClassAMember": { "xbrltype":
"domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonClassAMember", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS",
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical",
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY",
"http://www.cloudflare.com/role/CommonStockNarrativesDetails", "http://www.cloudflare.com/role/Cover",
"http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails",
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails",
"http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails",
"http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersComputationofBasicandDilutedEarningsperShareAttributableto
"http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class A common stock",
"verboseLabel": "Class A", "label": "Common Class A [Member]", "documentation": "Classification of common stock representing ownership
interest in a corporation." } } }, "auth_ref": ["r1189"] }, "us-gaap_CommonClassBMember": { "xbrltype": "domainItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "CommonClassBMember", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS",
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical",
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY",
"http://www.cloudflare.com/role/CommonStockNarrativesDetails", "http://www.cloudflare.com/role/Cover",
"http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersComputationofBasicandDilutedEarningsperShareAttributableto
], "lang": { "en-us": { "role": { "terseLabel": "Class B common stock", "verboseLabel": "Class B", "label": "Common Class B [Member]",
"documentation": "Classification of common stock that has different rights than Common Class A, representing ownership interest in a
corporation." } } }, "auth_ref": ["r1189"] }, "us-gaap_CommonStockCapitalSharesReservedForFutureIssuance": { "xbrltype": "sharesItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockCapitalSharesReservedForFutureIssuance", "presentation": [
"http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails"], "lang": { "en-us": { "role": { "terseLabel":
"Shares of common stock reserved (in shares)", "label": "Common Stock, Capital Shares Reserved for Future Issuance", "documentation":
"Aggregate number of common shares reserved for future issuance." } } }, "auth_ref": ["r94"] }, "us-gaap_CommonStockMember": { "xbrltype":
"domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockMember", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY",
"http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersComputationofBasicandDilutedEarningsperShareAttributableto
], "lang": { "en-us": { "role": { "terseLabel": "Common stock", "label": "Common Stock [Member]", "documentation": "Stock that is subordinate to
all other stock of the issuer." } } }, "auth_ref": ["r911", "r912", "r913", "r915", "r916", "r917", "r918", "r1038", "r1039", "r1041", "r1116", "r1187",
"r1189"] }, "us-gaap_CommonStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "CommonStockParOrStatedValuePerShare", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical"], "lang": { "en-us": { "role": { "terseLabel":
"Common stock, par value (in dollars per share)", "label": "Common Stock, Par or Stated Value Per Share", "documentation": "Face amount or
stated value per share of common stock." } } }, "auth_ref": ["r94"] }, "us-gaap_CommonStockSharesAuthorized": { "xbrltype": "sharesItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesAuthorized", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical"], "lang": { "en-us": { "role": { "terseLabel":
"Common stock, shares authorized (in shares)", "label": "Common Stock, Shares Authorized", "documentation": "The maximum number of common
shares permitted to be issued by an entity's charter and bylaws." } } }, "auth_ref": ["r94", "r765"] }, "us-gaap_CommonStockSharesIssued": {
"xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesIssued", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical"], "lang": { "en-us": { "role": { "terseLabel":
"Common stock, shares issued (in shares)", "label": "Common Stock, Shares, Issued", "documentation": "Total number of common shares of an
entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These
shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized.
Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r94"] }, "us-
gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"CommonStockSharesOutstanding", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical",
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": {
"terseLabel": "Common stock, shares outstanding (in shares)", "periodStartLabel": "Beginning balance (in shares)", "periodEndLabel": "Ending
balance (in shares)", "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of common stock outstanding. Common
stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r11", "r94", "r765", "r783", "r1189", "r1190"] }, "us-

gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, value, issued", "label": "Common Stock, Value, Issued", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r94", "r697", "r899"] }, "cloud_CommonStockVotingRightsNumberOfVotesForEachShare": { "xbrltype": "integerItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "CommonStockVotingRightsNumberOfVotesForEachShare", "presentation": ["http://www.cloudflare.com/role/CommonStockNarrativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, number of votes per share", "label": "Common Stock, Voting Rights, Number Of Votes For Each Share", "documentation": "Common Stock, Voting Rights, Number Of Votes For Each Share" } } }, "auth_ref": [] }, "ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Company Selected Measure", "label": "Compensation Actually Paid vs. Company Selected Measure [Text Block]" } } }, "auth_ref": ["r974"] }, "ecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Net Income", "label": "Compensation Actually Paid vs. Net Income [Text Block]" } } }, "auth_ref": ["r973"] }, "ecd_CompActuallyPaidVsOtherMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Other Measure", "label": "Compensation Actually Paid vs. Other Measure [Text Block]" } } }, "auth_ref": ["r975"] }, "ecd_CompActuallyPaidVsTotalShareholderRtnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Actually Paid vs. Total Shareholder Return", "label": "Compensation Actually Paid vs. Total Shareholder Return [Text Block]" } } }, "auth_ref": ["r972"] }, "us-gaap_ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS"], "lang": { "en-us": { "role": { "totalLabel": "Comprehensive loss", "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent", "documentation": "Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r18", "r189", "r191", "r195", "r690", "r707", "r708"] }, "us-gaap_ConcentrationRiskBenchmarkDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskBenchmarkDomain", "presentation": ["http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Benchmark [Domain]", "label": "Concentration Risk Benchmark [Domain]", "documentation": "The denominator in a calculation of a disclosed concentration risk percentage." } } }, "auth_ref": ["r35", "r37", "r77", "r78", "r272", "r829"] }, "us-gaap_ConcentrationRiskByBenchmarkAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByBenchmarkAxis", "presentation": ["http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Benchmark [Axis]", "label": "Concentration Risk Benchmark [Axis]", "documentation": "Information by benchmark of concentration risk." } } }, "auth_ref": ["r35", "r37", "r77", "r78", "r272", "r728", "r829"] }, "us-gaap_ConcentrationRiskByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByTypeAxis", "presentation": ["http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Type [Axis]", "label": "Concentration Risk Type [Axis]", "documentation": "Information by type of concentration risk, for example, but not limited to, asset, liability, net assets, geographic, customer, employees, supplier, lender." } } }, "auth_ref": ["r35", "r37", "r77", "r78", "r272", "r829", "r1011"] }, "us-gaap_ConcentrationRiskPercentage1": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskPercentage1", "presentation": ["http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Percentage of Revenue", "label": "Concentration Risk, Percentage", "documentation": "For an entity that discloses a concentration risk in relation to quantitative amount, which serves as the \"benchmark\" (or denominator) in the equation, this concept represents the concentration percentage derived from the division." } } }, "auth_ref": ["r35", "r37", "r77", "r78", "r272"] }, "us-gaap_ConcentrationRiskTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskTypeDomain", "presentation": ["http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Concentration Risk Type [Domain]", "label": "Concentration Risk Type [Domain]", "documentation": "For an entity that discloses a concentration risk as a percentage of some financial balance or benchmark, identifies the type (for example, asset, liability, net assets, geographic, customer, employees, supplier, lender) of the concentration." } } }, "auth_ref": ["r35", "r37", "r77", "r78", "r272", "r829"] }, "us-gaap_ConsolidationPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConsolidationPolicyTextBlock", "presentation": ["http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Principles of Consolidation", "label": "Consolidation, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary." } } }, "auth_ref": ["r69", "r846"] }, "us-gaap_ConstructionInProgressMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConstructionInProgressMember", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Construction in progress", "label": "Construction in Progress [Member]", "documentation": "Structure or a modification to a structure under construction. Includes recently completed structures or modifications to structures that have not been placed into service." } } }, "auth_ref": [] }, "us-gaap_ContractWithCustomerAssetNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerAssetNetCurrent", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Contract assets", "label": "Contract with Customer, Asset, after Allowance for Credit Loss, Current", "documentation": "Amount, after allowance for credit loss, of right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time, classified as current." } } }, "auth_ref": ["r431", "r433", "r444"] }, "us-gaap_ContractWithCustomerLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiabilityCurrent", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Deferred revenue", "label": "Contract with Customer, Liability, Current", "documentation": "Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current." } } }, "auth_ref": ["r431", "r432", "r444"] }, "us-gaap_ContractWithCustomerLiabilityNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiabilityNoncurrent", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Deferred revenue, noncurrent", "label": "Contract with Customer, Liability, Noncurrent", "documentation": "Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as noncurrent." } } }, "auth_ref": ["r431", "r432", "r444"] }, "us-gaap_ContractWithCustomerLiabilityRevenueRecognized": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiabilityRevenueRecognized", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/RevenueNarrativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue recognized", "label": "Contract with Customer, Liability, Revenue Recognized", "documentation": "Amount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due." } } }, "auth_ref": ["r445"] }, "us-gaap_ContractWithCustomerSalesChannelAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerSalesChannelAxis", "presentation": ["http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Contract with Customer, Sales Channel [Axis]", "label": "Contract with Customer, Sales Channel [Axis]", "documentation": "Information by sales channel for delivery of good or service in contract with customer." } } }, "auth_ref": ["r876", "r1086"] }, "us-gaap_ContractWithCustomerSalesChannelDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerSalesChannelDomain", "presentation": ["http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails"],

"lang": { "en-us": { "role": { "terseLabel": "Contract with Customer, Sales Channel [Domain]", "label": "Contract with Customer, Sales Channel [Domain]", "documentation": "Sales channel for delivery of good or service in contract with customer. Includes, but is not limited to, directly to consumer and through intermediary." } } }, "auth_ref": ["r876", "r1086"] }, "us-gaap_ConvertibleDebtMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertibleDebtMember", "presentation": [
"http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails",
"http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails",
"http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails",
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails",
"http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails",
"http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails",
"http://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetails",
"http://www.cloudflare.com/role/FinancingArrangementsNetCarryingAmountofNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Convertible Debt", "label": "Convertible Debt [Member]", "documentation": "Borrowing which can be exchanged for a specified number of another security at the option of the issuer or the holder, for example, but not limited to, the entity's common stock." } } }, "auth_ref": ["r122", "r384", "r385", "r395", "r396", "r397", "r401", "r402", "r403", "r404", "r405", "r864", "r865", "r866", "r867", "r868"] }, "us-gaap_ConvertibleDebtNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertibleDebtNoncurrent", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 2.0 } }, "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Convertible senior notes, net", "label": "Convertible Debt, Noncurrent", "documentation": "Carrying amount of long-term convertible debt as of the balance sheet date, net of the amount due in the next twelve months or greater than the normal operating cycle, if longer. The debt is convertible into another form of financial instrument, typically the entity's common stock." } } }, "auth_ref": ["r15"] }, "us-gaap_ConvertibleDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertibleDebtTableTextBlock", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangementsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Convertible Debt", "label": "Convertible Debt [Table Text Block]", "documentation": "Tabular disclosure of convertible debt instrument. Includes, but is not limited to, principal amount and amortized premium or discount." } } }, "auth_ref": [] }, "us-gaap_CorporateBondSecuritiesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CorporateBondSecuritiesMember", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Corporate bonds", "label": "Corporate Bond Securities [Member]", "documentation": "This category includes information about long-term debt securities that are issued by either a domestic or foreign corporate business entity with a date certain promise of repayment and a return to the holder for the time value of money (for example, variable or fixed interest, original issue discount)." } }
}, "auth_ref": [] }, "us-gaap_CostOfRevenue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfRevenue", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_GrossProfit", "weight": -1.0, "order": 2.0 } }, "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "terseLabel": "Cost of revenue", "label": "Cost of Revenue", "documentation": "The aggregate cost of goods produced and sold and services rendered during the reporting period." } } }, "auth_ref": ["r103", "r210", "r310", "r374", "r375", "r376", "r377", "r378", "r379", "r380", "r381", "r382", "r586", "r855", "r1083"] }, "us-gaap_CostOfSalesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfSalesMember", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationStockbasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cost of revenue", "label": "Cost of Sales [Member]", "documentation": "Primary financial statement caption encompassing cost of sales." } } }, "auth_ref": [] }, "dei_CoverAbstract": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CoverAbstract", "lang": { "en-us": { "role": { "label": "Cover [Abstract]", "documentation": "Cover page." } } }, "auth_ref": [] }, "us-gaap_CreditFacilityAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CreditFacilityAxis", "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Credit Facility [Axis]", "label": "Credit Facility [Axis]", "documentation": "Information by type of credit facility. Credit facilities provide capital to borrowers without the need to structure a loan for each borrowing." } } }, "auth_ref": ["r373", "r1081"] }, "us-gaap_CreditFacilityDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CreditFacilityDomain", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Credit Facility [Domain]", "label": "Credit Facility [Domain]", "documentation": "Type of credit facility. Credit facilities provide capital to borrowers without the need to structure a loan for each borrowing." } } }, "auth_ref": ["r373", "r1081", "r1082"] }, "dei_CurrentFiscalYearEndDate": { "xbrltype": "gMonthDayItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CurrentFiscalYearEndDate", "presentation": [
"http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Current Fiscal Year End Date", "label": "Current Fiscal Year End Date", "documentation": "End date of current fiscal year in the format --MM-DD." } } }, "auth_ref": [] }, "us-gaap_CustomerRelationshipsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CustomerRelationshipsMember", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails"
], "lang": { "en-us": { "role": { "terseLabel": "Trade name", "label": "Customer Relationships [Member]", "documentation": "Customer relationship that exists between an entity and its customer, for example, but not limited to, tenant relationships." } } }, "auth_ref": ["r65", "r1063", "r1064", "r1065", "r1066", "r1068", "r1070", "r1073", "r1074"] }, "us-gaap_DebtConversionByUniqueDescriptionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtConversionByUniqueDescriptionAxis", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Conversion Description [Axis]", "label": "Debt Conversion Description [Axis]", "documentation": "Information by description of debt issuances converted in a noncash or part noncash transaction." } } }, "auth_ref": ["r27", "r29"] }, "us-gaap_DebtConversionConvertedInstrumentAmount1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtConversionConvertedInstrumentAmount1", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt conversion, converted instrument, amount", "label": "Debt Conversion, Converted Instrument, Amount", "documentation": "The value of the financial instrument(s) that the original debt is being converted into in a noncash (or part noncash) transaction. \"Part noncash\" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period." } } }, "auth_ref": ["r27", "r29"] }, "us-gaap_DebtConversionConvertedInstrumentSharesIssued1": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtConversionConvertedInstrumentSharesIssued1", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number of shares issued upon debt conversion (in shares)", "label": "Debt Conversion, Converted Instrument, Shares Issued", "documentation": "The number of shares issued in exchange for the original debt being converted in a noncash (or part noncash) transaction. \"Part noncash\" refers to that portion of the transaction not resulting in cash receipts or payments in the period." } } }, "auth_ref": ["r27", "r29"] }, "us-gaap_DebtConversionNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtConversionNameDomain", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Conversion, Name [Domain]", "label": "Debt Conversion, Name [Domain]", "documentation": "The name of the original debt issue that has been converted in a noncash (or part noncash) transaction during the accounting period. \"Part noncash\" refers to that portion of the transaction not resulting in cash receipts or cash payments in the period." } } }, "auth_ref": ["r27", "r29"] }, "us-gaap_DebtDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Debt Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_DebtDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtDisclosureTextBlock", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements"], "lang": { "en-us": { "role": { "verboseLabel": "Financing Arrangements", "label": "Debt Disclosure [Text Block]", "documentation": "The entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants." } } }, "auth_ref": ["r120", "r208", "r357", "r358", "r359", "r360", "r361", "r372", "r373", "r383", "r389", "r390", "r391", "r392", "r393", "r394", "r399", "r406", "r407", "r409", "r593"] }, "us-gaap_DebtInstrumentAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentAxis", "presentation": [
"http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails",
"http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails",
"http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails",
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails",
"http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails",
"http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails",
"http://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetails",
"http://www.cloudflare.com/role/FinancingArrangementsNetCarryingAmountofNotesDetails",
"http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt

Instrument [Axis]", "label": "Debt Instrument [Axis]", "documentation": "Information by type of debt instrument, including, but not limited to, draws against credit facilities." } } }, "auth_ref": ["r15", "r83", "r84", "r137", "r139", "r212", "r384", "r385", "r386", "r387", "r388", "r390", "r395", "r396", "r397", "r398", "r400", "r401", "r402", "r403", "r404", "r405", "r864", "r865", "r866", "r867", "r868", "r897", "r1035", "r1076", "r1077", "r1078", "r1134", "r1136"] }, "us-gaap_DebtInstrumentBasisSpreadOnVariableRate1": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentBasisSpreadOnVariableRate1", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Basis spread on variable rate", "label": "Debt Instrument, Basis Spread on Variable Rate", "documentation": "Percentage points added to the reference rate to compute the variable rate on the debt instrument." } } }, "auth_ref": [] }, "us-gaap_DebtInstrumentCarryingAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentCarryingAmount", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/FinancingArrangementsNetCarryingAmountofNotesDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails", "http://www.cloudflare.com/role/FinancingArrangementsNetCarryingAmountofNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Principal", "label": "Long-Term Debt, Gross", "documentation": "Amount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt." } } }, "auth_ref": ["r15", "r139", "r410"] },
"cloud_DebtInstrumentConvertibleAdditionalSharesToTheInitialConversion": { "xbrltype": "sharesItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "DebtInstrumentConvertibleAdditionalSharesToTheInitialConversion", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt conversion converted instrument additional shares initial conversion (in shares)", "label": "Debt Instrument, Convertible, Additional Shares To The Initial Conversion", "documentation": "Debt Instrument, Convertible, Additional Shares To The Initial Conversion" } } }, "auth_ref": [] },
"cloud_DebtInstrumentConvertibleCarryingAmountOfEquityComponentGross": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "DebtInstrumentConvertibleCarryingAmountOfEquityComponentGross", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Equity component of convertible debt", "label": "Debt Instrument, Convertible, Carrying Amount of Equity Component, Gross", "documentation": "Debt Instrument, Convertible, Carrying Amount of Equity Component, Gross" } } }, "auth_ref": [] }, "us-gaap_DebtInstrumentConvertibleConversionPrice1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentConvertibleConversionPrice1", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails",
"http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Conversion price (in dollars per share)", "label": "Debt Instrument, Convertible, Conversion Price", "documentation": "The price per share of the conversion feature embedded in the debt instrument." } } }, "auth_ref": ["r123", "r386"] }, "us-gaap_DebtInstrumentConvertibleConversionRatio1": { "xbrltype": "pureItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentConvertibleConversionRatio1", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails",
"http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Convertible debt, conversion ratio", "label": "Debt Instrument, Convertible, Conversion Ratio", "documentation": "Ratio applied to the conversion of debt instrument into equity with equity shares divided by debt principal amount." } } }, "auth_ref": ["r51", "r87", "r127", "r128", "r386"] }, "us-gaap_DebtInstrumentConvertibleThresholdConsecutiveTradingDays1": { "xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentConvertibleThresholdConsecutiveTradingDays1", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Conversion requirement, threshold consecutive trading days", "label": "Debt Instrument, Convertible, Threshold Consecutive Trading Days", "documentation": "Threshold period of specified consecutive trading days within which common stock price to conversion price of convertible debt instrument must exceed threshold percentage for specified number of trading days to trigger conversion feature." } } }, "auth_ref": [] }, "us-gaap_DebtInstrumentConvertibleThresholdPercentageOfStockPriceTrigger": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentConvertibleThresholdPercentageOfStockPriceTrigger", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Conversion requirement, threshold percentage of stock price trigger (at least)", "label": "Debt Instrument, Convertible, Threshold Percentage of Stock Price Trigger", "documentation": "Minimum percentage of common stock price to conversion price of convertible debt instruments to determine eligibility of conversion." } } }, "auth_ref": [] }, "us-gaap_DebtInstrumentConvertibleThresholdTradingDays": { "xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentConvertibleThresholdTradingDays", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Conversion requirement, threshold trading days (at least)", "label": "Debt Instrument, Convertible, Threshold Trading Days", "documentation": "Threshold number of specified trading days that common stock price to conversion price of convertible debt instruments must exceed threshold percentage within a specified consecutive trading period to trigger conversion feature." } } }, "auth_ref": [] },
"cloud_DebtInstrumentCovenantPercentOfUnrestrictedCashAndAvailableBorrowingsToPrincipalOutstandingMaximum": { "xbrltype": "percentItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "DebtInstrumentCovenantPercentOfUnrestrictedCashAndAvailableBorrowingsToPrincipalOutstandingMaximum", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Percent of unrestricted cash and available borrowings to principal outstanding, maximum", "label": "Debt Instrument, Covenant, Percent Of Unrestricted Cash and Available Borrowings To Principal Outstanding, Maximum", "documentation": "Debt Instrument, Covenant, Percent Of Unrestricted Cash and Available Borrowings To Principal Outstanding, Maximum" } } }, "auth_ref": [] },
"cloud_DebtInstrumentCovenantRepaymentAccelerationPeriod": { "xbrltype": "durationItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "DebtInstrumentCovenantRepaymentAccelerationPeriod", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Repayment acceleration period", "label": "Debt Instrument, Covenant, Repayment Acceleration Period", "documentation": "Debt Instrument, Covenant, Repayment Acceleration Period" } } }, "auth_ref": [] }, "us-gaap_DebtInstrumentFaceAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentFaceAmount", "crdr": "credit", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails",
"http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt principal amount", "label": "Debt Instrument, Face Amount", "documentation": "Face (par) amount of debt instrument at time of issuance." } } },
"auth_ref": ["r384", "r593", "r594", "r865", "r866", "r897"] }, "us-gaap_DebtInstrumentFairValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentFairValue", "crdr": "credit", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails",
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt instrument, fair value", "label": "Debt Instrument, Fair Value Disclosure", "documentation": "Fair value portion of debt instrument payable, including, but not limited to, notes payable and loans payable." } } }, "auth_ref": ["r397", "r585", "r865", "r866", "r1119", "r1120", "r1121", "r1122", "r1129"] }, "us-gaap_DebtInstrumentInterestRateEffectivePercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentInterestRateEffectivePercentage", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Effective interest rate", "label": "Debt Instrument, Interest Rate, Effective Percentage", "documentation": "Effective interest rate for the funds borrowed under the debt agreement considering interest compounding and original issue discount or premium." } } }, "auth_ref": ["r86", "r412", "r593", "r594", "r897"] }, "us-gaap_DebtInstrumentInterestRateStatedPercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentInterestRateStatedPercentage", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails",
"http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails",
"http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Interest rate", "label": "Debt Instrument, Interest Rate, Stated Percentage", "documentation": "Contractual interest rate for funds borrowed, under the debt agreement." } } }, "auth_ref": ["r86", "r385"] }, "us-gaap_DebtInstrumentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentLineItems", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails",
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails",
"http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails",
"http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails",
"http://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetails",
"http://www.cloudflare.com/role/FinancingArrangementsNetCarryingAmountofNotesDetails",
"http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument [Line Items]", "label": "Debt Instrument [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } },
"auth_ref": ["r212", "r384", "r385", "r386", "r387", "r388", "r390", "r395", "r396", "r397", "r398", "r400", "r401", "r402", "r403", "r404", "r405",

"r408", "r864", "r865", "r866", "r867", "r868", "r897", "r1035", "r1134", "r1136"] }, "us-gaap_DebtInstrumentNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentNameDomain", "presentation": ["http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails", "http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails", "http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails", "http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails", "http://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetails", "http://www.cloudflare.com/role/FinancingArrangementsNetCarryingAmountofNotesDetails", "http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Debt Instrument, Name [Domain]", "label": "Debt Instrument, Name [Domain]", "documentation": "The name for the particular debt instrument or borrowing that distinguishes it from other debt instruments or borrowings, including draws against credit facilities." } } }, "auth_ref": ["r15", "r212", "r384", "r385", "r386", "r387", "r388", "r390", "r395", "r396", "r397", "r398", "r400", "r401", "r402", "r403", "r404", "r405", "r864", "r865", "r866", "r867", "r868", "r897", "r1035", "r1076", "r1077", "r1078", "r1134", "r1136"] }, "us-gaap_DebtInstrumentRepurchasedFaceAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentRepurchasedFaceAmount", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Repurchased face amount", "label": "Debt Instrument, Repurchased Face Amount", "documentation": "Face (par) amount of the original debt instrument that was repurchased." } } }, "auth_ref": [] }, "us-gaap_DebtInstrumentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentTable", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails", "http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails", "http://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetails", "http://www.cloudflare.com/role/FinancingArrangementsNetCarryingAmountofNotesDetails", "http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Long-term Debt Instruments [Table]", "label": "Schedule of Long-Term Debt Instruments [Table]", "documentation": "Disclosure of information about long-term debt instrument or arrangement." } } }, "auth_ref": ["r15", "r51", "r54", "r79", "r126", "r128", "r212", "r384", "r385", "r386", "r387", "r388", "r390", "r395", "r396", "r397", "r398", "r400", "r401", "r402", "r403", "r404", "r405", "r408", "r864", "r865", "r866", "r867", "r868", "r897", "r1035", "r1134", "r1136"] }, "cloud_DebtSecuritiesAvailableForSaleCurrentMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "DebtSecuritiesAvailableForSaleCurrentMember", "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby], "lang": { "en-us": { "role": { "terseLabel": "Available-for-sale securities", "label": "Debt Securities, Available-For-Sale, Current [Member]", "documentation": "Debt Securities, Available-For-Sale, Current" } } }, "auth_ref": [] }, "cloud_DebtSecuritiesAvailableForSaleMaturityAllocatedAndSingleMaturityDateAfterOneYearAmortizedCost": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "DebtSecuritiesAvailableForSaleMaturityAllocatedAndSingleMaturityDateAfterOneYearAmortizedCost", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Amortized cost of available-for-sale investments with maturities greater than one year", "label": "Debt Securities, Available-For-Sale, Maturity, Allocated And Single Maturity Date, After One Year, Amortized Cost", "documentation": "Debt Securities, Available-For-Sale, Maturity, Allocated And Single Maturity Date, After One Year, Amortized Cost" } } }, "auth_ref": [] }, "us-gaap_DeferredIncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredIncomeTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 14.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Deferred income taxes", "label": "Deferred Income Tax Expense (Benefit)", "documentation": "Amount of deferred income tax expense (benefit) pertaining to income (loss) from continuing operations." } } }, "auth_ref": ["r7", "r156", "r1037"] }, "us-gaap_Depreciation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Depreciation", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails", "http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Reduction in depreciation", "terseLabel": "Depreciation", "label": "Depreciation", "documentation": "The amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non-production related depreciation." } } }, "auth_ref": ["r7", "r44"] }, "us-gaap_DepreciationDepletionAndAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DepreciationDepletionAndAmortization", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 8.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Depreciation and amortization expense", "label": "Depreciation, Depletion and Amortization", "documentation": "The aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets." } } }, "auth_ref": ["r7", "r244", "r256", "r265", "r855", "r856"] }, "us-gaap_DerivativeContractTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DerivativeContractTypeDomain", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Derivative Contract [Domain]", "label": "Derivative Contract [Domain]", "documentation": "Financial instrument or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset." } } }, "auth_ref": ["r754", "r756", "r770", "r771", "r772", "r773", "r774", "r775", "r776", "r778", "r779", "r780", "r781", "r792", "r793", "r794", "r795", "r798", "r799", "r800", "r801", "r816", "r817", "r818", "r819", "r911", "r913", "r1123", "r1124", "r1125", "r1126", "r1127", "r1128", "r1130", "r1131"] }, "us-gaap_DerivativeInstrumentRiskAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DerivativeInstrumentRiskAxis", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Derivative Instrument [Axis]", "label": "Derivative Instrument [Axis]", "documentation": "Information by type of derivative contract." } } }, "auth_ref": ["r71", "r73", "r74", "r135", "r754", "r756", "r770", "r771", "r772", "r773", "r774", "r775", "r776", "r778", "r779", "r780", "r781", "r792", "r793", "r794", "r795", "r798", "r799", "r800", "r801", "r816", "r817", "r818", "r819", "r845", "r911", "r913", "r1123", "r1124", "r1125", "r1126", "r1127", "r1128", "r1130", "r1131"] }, "us-gaap_DevelopedTechnologyRightsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DevelopedTechnologyRightsMember", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Developed technology", "label": "Developed Technology Rights [Member]", "documentation": "Rights to developed technology, which can include the right to develop, use, market, sell, or offer for sale products, compounds, or intellectual property." } } }, "auth_ref": ["r131", "r1063", "r1064", "r1065", "r1066", "r1068", "r1070", "r1073", "r1074"] }, "us-gaap_DisaggregationOfRevenueLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisaggregationOfRevenueLineItems", "presentation": ["http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Disaggregation of Revenue [Line Items]", "label": "Disaggregation of Revenue [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r443", "r870", "r871", "r872", "r873", "r874", "r875", "r876"] }, "us-gaap_DisaggregationOfRevenueTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisaggregationOfRevenueTable", "presentation": ["http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Disaggregation of Revenue [Table]", "label": "Disaggregation of Revenue [Table]", "documentation": "Disclosure of information about disaggregation of revenue into categories depicting how nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factor." } } }, "auth_ref": ["r443", "r870", "r871", "r872", "r873", "r874", "r875", "r876"] }, "us-gaap_DisaggregationOfRevenueTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisaggregationOfRevenueTableTextBlock", "presentation": ["http://www.cloudflare.com/role/RevenueTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Disaggregation of Revenue", "label": "Disaggregation of Revenue [Table Text Block]", "documentation": "Tabular disclosure of disaggregation of revenue into categories depicting how nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factor." } } }, "auth_ref": ["r1086"] }, "us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensation"], "lang": { "en-us": { "role": { "terseLabel": "Stock-based Compensation", "label": "Share-Based Payment Arrangement [Text Block]", "documentation": "The entire disclosure for share-based payment arrangement." } } }, "auth_ref": ["r455", "r459", "r488", "r489", "r491", "r883"] }, "us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract": {

"xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract", "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement [Abstract]" } } }, "auth_ref": [] }, "dei_DocumentFiscalPeriodFocus": { "xbrltype": "fiscalPeriodItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalPeriodFocus", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Fiscal Period Focus", "label": "Document Fiscal Period Focus", "documentation": "Fiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY." } } }, "auth_ref": [] }, "dei_DocumentFiscalYearFocus": { "xbrltype": "gYearItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalYearFocus", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Fiscal Year Focus", "label": "Document Fiscal Year Focus", "documentation": "This is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006." } } }, "auth_ref": [] }, "dei_DocumentInformationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentInformationLineItems", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Information [Line Items]", "label": "Document Information [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "dei_DocumentInformationTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentInformationTable", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Information [Table]", "label": "Document Information [Table]", "documentation": "Container to support the formal attachment of each official or unofficial, public or private document as part of a submission package." } } }, "auth_ref": [] }, "dei_DocumentPeriodEndDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentPeriodEndDate", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Period End Date", "label": "Document Period End Date", "documentation": "For the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD." } } }, "auth_ref": [] }, "dei_DocumentQuarterlyReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentQuarterlyReport", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Quarterly Report", "label": "Document Quarterly Report", "documentation": "Boolean flag that is true only for a form used as an quarterly report." } } }, "auth_ref": ["r924"] }, "dei_DocumentTransitionReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentTransitionReport", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Transition Report", "label": "Document Transition Report", "documentation": "Boolean flag that is true only for a form used as a transition report." } } }, "auth_ref": ["r956"] }, "dei_DocumentType": { "xbrltype": "submissionTypeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentType", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Type", "label": "Document Type", "documentation": "The type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'." } } }, "auth_ref": [] }, "ecd_DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year", "label": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member]" } } }, "auth_ref": ["r967"] }, "us-gaap_EMEAMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EMEAMember", "presentation": ["http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Europe, Middle East, and Africa", "label": "EMEA [Member]", "documentation": "Regions of Europe, Middle East and Africa." } } }, "auth_ref": ["r1191", "r1192", "r1193", "r1194"] }, "us-gaap_EarningsPerShareAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareAbstract", "lang": { "en-us": { "role": { "label": "Earnings Per Share [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareBasic": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasic", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS", "http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersComputationofBasicandDilutedEarningsperShareAttributableto], "lang": { "en-us": { "role": { "terseLabel": "Net loss per share attributable to common stockholders, basic (in dollars per share)", "label": "Earnings Per Share, Basic", "documentation": "The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period." } } }, "auth_ref": ["r196", "r221", "r222", "r223", "r224", "r225", "r226", "r232", "r234", "r237", "r238", "r239", "r243", "r522", "r534", "r561", "r562", "r691", "r709", "r849"] }, "us-gaap_EarningsPerShareBasicLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasicLineItems", "presentation": ["http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersComputationofBasicandDilutedEarningsperShareAttributableto], "lang": { "en-us": { "role": { "terseLabel": "Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items]", "label": "Earnings Per Share, Basic, by Common Class, Including Two Class Method [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r234", "r235", "r237"] }, "us-gaap_EarningsPerShareDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDiluted", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS", "http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersComputationofBasicandDilutedEarningsperShareAttributableto], "lang": { "en-us": { "role": { "terseLabel": "Net loss per share attributable to common stockholders, diluted (in dollars per share)", "label": "Earnings Per Share, Diluted", "documentation": "The amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period." } } }, "auth_ref": ["r196", "r221", "r222", "r223", "r224", "r225", "r226", "r234", "r237", "r238", "r239", "r243", "r522", "r534", "r561", "r562", "r691", "r709", "r849"] }, "us-gaap_EarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareTextBlock", "presentation": ["http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholders"], "lang": { "en-us": { "role": { "terseLabel": "Net Loss per Share Attributable to Common Stockholders", "label": "Earnings Per Share [Text Block]", "documentation": "The entire disclosure for earnings per share." } } }, "auth_ref": ["r231", "r240", "r241", "r242"] }, "us-gaap_EmployeeRelatedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeRelatedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accrued compensation", "label": "Employee-related Liabilities, Current", "documentation": "Total of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r84"] }, "us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsCapitalizedAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsCapitalizedAmount", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation capitalized for software development", "label": "Share-Based Payment Arrangement, Amount Capitalized", "documentation": "Amount of cost capitalized for award under share-based payment arrangement." } } }, "auth_ref": ["r487"] }, "us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationStockbasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Weighted-average remaining vesting period", "label": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition", "documentation": "Weighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r490"] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": {

"terseLabel": "Unrecognized stock-based compensation expense", "label": "Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount", "documentation": "Amount of cost to be recognized for nonvested award under share-based payment arrangement. Excludes share and unit options." } } }, "auth_ref": ["r1114"] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Options unrecognized stock-based compensation expense", "label": "Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount", "documentation": "Amount of cost to be recognized for option under share-based payment arrangement." } } }, "auth_ref": ["r1114"] }, "us-gaap_EmployeeStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockMember", "presentation": ["http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails", "http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersPotentialSharesofCommonStockExcludedfromComputationofBa "http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "verboseLabel": "Shares available for issuance under the Employee Stock Purchase Plan (ESPP)", "terseLabel": "Shares issuable pursuant to the ESPP", "label": "Employee Stock [Member]", "documentation": "An Employee Stock Purchase Plan is a tax-efficient means by which employees of a corporation can purchase the corporation's stock." } } }, "auth_ref": [] }, "us-gaap_EmployeeStockOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockOptionMember", "presentation": ["http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails", "http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersPotentialSharesofCommonStockExcludedfromComputationofBa "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Stock options issued and outstanding", "verboseLabel": "Unexercised stock options", "label": "Share-Based Payment Arrangement, Option [Member]", "documentation": "Share-based payment arrangement granting right, subject to vesting and other restrictions, to purchase or sell certain number of shares at predetermined price for specified period of time." } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine1": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine1", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, Address Line One", "label": "Entity Address, Address Line One", "documentation": "Address Line 1 such as Attn, Building Name, Street Name" } } }, "auth_ref": [] }, "dei_EntityAddressCityOrTown": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressCityOrTown", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, City or Town", "label": "Entity Address, City or Town", "documentation": "Name of the City or Town" } } }, "auth_ref": [] }, "dei_EntityAddressPostalZipCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressPostalZipCode", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, Postal Zip Code", "label": "Entity Address, Postal Zip Code", "documentation": "Code for the postal or zip code" } } }, "auth_ref": [] }, "dei_EntityAddressStateOrProvince": { "xbrltype": "stateOrProvinceItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressStateOrProvince", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Address, State or Province", "label": "Entity Address, State or Province", "documentation": "Name of the state or province." } } }, "auth_ref": [] }, "dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Central Index Key", "label": "Entity Central Index Key", "documentation": "A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": ["r922"] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Common Stock, Shares Outstanding", "label": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r922"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r922"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)." } } }, "auth_ref": ["r1006"] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Registrant Name", "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": ["r922"] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Shell Company", "label": "Entity Shell Company", "documentation": "Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act." } } }, "auth_ref": ["r922"] }, "dei_EntitySmallBusiness": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntitySmallBusiness", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Small Business", "label": "Entity Small Business", "documentation": "Indicates that the company is a Smaller Reporting Company (SRC)." } } }, "auth_ref": ["r922"] }, "dei_EntityTaxIdentificationNumber": { "xbrltype": "employerIdItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityTaxIdentificationNumber", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Tax Identification Number", "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } } }, "auth_ref": ["r922"] }, "ecd_EqtyAwrdsAdjFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Footnote", "label": "Equity Awards Adjustments, Footnote [Text Block]" } } }, "auth_ref": ["r961"] }, "ecd_EqtyAwrdsAdjsExclgValRprtdInSummryCompstnTblMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjsExclgValRprtdInSummryCompstnTblMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Excluding Value Reported in Compensation Table", "label": "Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member]" } } }, "auth_ref": ["r1002"] }, "ecd_EqtyAwrdsAdjsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments", "label": "Equity Awards Adjustments [Member]" } } }, "auth_ref": ["r1002"] }, "ecd_EqtyAwrdsInSummryCompstnTblForAplblYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsInSummryCompstnTblForAplblYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table", "label": "Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member]" } } }, "auth_ref": ["r1002"] }, "us-gaap_EquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityAbstract", "lang": { "en-us": { "role": { "terseLabel": "Equity [Abstract]", "label": "Equity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EquityComponentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024",

"localname": "EquityComponentDomain", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY",
"http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersComputationofBasicandDilutedEarningsperShareAttributableto
], "lang": { "en-us": { "role": { "terseLabel": "Equity Component [Domain]", "label": "Equity Component [Domain]", "documentation": "Components of equity are the parts of the total Equity balance including that which is allocated to common, preferred, treasury stock, retained earnings, etc." } } }, "auth_ref": ["r11", "r162", "r192", "r193", "r194", "r213", "r214", "r215", "r218", "r225", "r227", "r229", "r245", "r314", "r320", "r355", "r430", "r505", "r506", "r518", "r519", "r520", "r523", "r533", "r534", "r542", "r544", "r545", "r546", "r547", "r549", "r560", "r587", "r588", "r589", "r590", "r591", "r592", "r596", "r599", "r617", "r705", "r717", "r718", "r719", "r739", "r804"] }, "cloud_EquityIncentivePlan2019Member": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "EquityIncentivePlan2019Member", "presentation": ["http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails"], "lang": { "en-us": { "role": { "terseLabel": "Equity Incentive Plan, 2019", "label": "Equity Incentive Plan, 2019 [Member]", "documentation": "Equity Incentive Plan, 2019" } } }, "auth_ref": [] }, "ecd_EquityValuationAssumptionDifferenceFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EquityValuationAssumptionDifferenceFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Valuation Assumption Difference, Footnote", "label": "Equity Valuation Assumption Difference, Footnote [Text Block]" } } }, "auth_ref": ["r971"] }, "ecd_ErrCompAnalysisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompAnalysisTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Erroneous Compensation Analysis", "label": "Erroneous Compensation Analysis [Text Block]" } } }, "auth_ref": ["r929", "r939", "r949", "r981"] }, "ecd_ErrCompRecoveryTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompRecoveryTable", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Erroneously Awarded Compensation Recovery", "label": "Erroneously Awarded Compensation Recovery [Table]" } } }, "auth_ref": ["r926", "r936", "r946", "r978"] }, "cloud_ExchangeEventAxis": { "xbrltype": "stringItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "ExchangeEventAxis", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Exchange Event [Axis]", "label": "Exchange Event [Axis]", "documentation": "Exchange Event" } } }, "auth_ref": [] }, "cloud_ExchangeEventDomain": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "ExchangeEventDomain", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Exchange Event [Domain]", "label": "Exchange Event [Domain]", "documentation": "Exchange Event [Domain]" } } }, "auth_ref": [] }, "ecd_ExecutiveCategoryAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ExecutiveCategoryAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Executive Category:", "label": "Executive Category [Axis]" } } }, "auth_ref": ["r977"] }, "srt_ExecutiveOfficerMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ExecutiveOfficerMember", "presentation": [
"http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Executive Officer", "label": "Executive Officer [Member]" } } }, "auth_ref": ["r1050"] }, "us-gaap_FairValueAssetsMeasuredOnRecurringBasisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueAssetsMeasuredOnRecurringBasisTextBlock", "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Fair Value by Significant Investment Category", "label": "Fair Value, Assets Measured on Recurring Basis [Table Text Block]", "documentation": "Tabular disclosure of assets, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, by class that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": ["r1118", "r1119"] }, "us-gaap_FairValueBalanceSheetGroupingFinancialStatementCaptionsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueBalanceSheetGroupingFinancialStatementCaptionsLineItems", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
"http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]", "label": "Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_FairValueByBalanceSheetGroupingTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByBalanceSheetGroupingTable", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
"http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, by Balance Sheet Grouping [Table]", "label": "Fair Value, by Balance Sheet Grouping [Table]", "documentation": "Disclosure of information about the fair value of financial instruments, including financial assets and financial liabilities, and the measurements of those instruments, assets, and liabilities." } } }, "auth_ref": ["r75", "r76"] }, "us-gaap_FairValueByFairValueHierarchyLevelAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByFairValueHierarchyLevelAxis", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Hierarchy and NAV [Axis]", "label": "Fair Value Hierarchy and NAV [Axis]", "documentation": "Information by level within fair value hierarchy and fair value measured at net asset value per share as practical expedient." } } }, "auth_ref": ["r397", "r448", "r449", "r450", "r451", "r452", "r453", "r563", "r565", "r566", "r567", "r568", "r574", "r575", "r577", "r621", "r622", "r623", "r865", "r866", "r877", "r878", "r879", "r886", "r890"] }, "us-gaap_FairValueByMeasurementFrequencyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueByMeasurementFrequencyAxis", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Measurement Frequency [Axis]", "label": "Measurement Frequency [Axis]", "documentation": "Information by measurement frequency." } } }, "auth_ref": ["r564", "r565", "r566", "r568", "r886", "r1121", "r1132"] }, "us-gaap_FairValueDisclosuresAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueDisclosuresAbstract", "lang": { "en-us": { "role": { "label": "Fair Value Disclosures [Abstract]" } } }, "auth_ref": [] }, "us-gaap_FairValueDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueDisclosuresTextBlock", "presentation": ["http://www.cloudflare.com/role/FairValueMeasurements"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Measurements", "label": "Fair Value Disclosures [Text Block]", "documentation": "The entire disclosure for the fair value of financial instruments (as defined), including financial assets and financial liabilities (collectively, as defined), and the measurements of those instruments as well as disclosures related to the fair value of non-financial assets and liabilities. Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } }, "auth_ref": ["r570", "r572", "r573", "r574", "r577", "r578", "r579", "r580", "r581", "r687", "r886", "r891"] }, "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Level I", "label": "Fair Value, Inputs, Level 1 [Member]", "documentation": "Quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date." } } }, "auth_ref": ["r397", "r448", "r453", "r565", "r575", "r621", "r877", "r878", "r879", "r886"] }, "us-gaap_FairValueInputsLevel2Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel2Member", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Level II", "label": "Fair Value, Inputs, Level 2 [Member]", "documentation": "Inputs other than quoted prices included within level 1 that are observable for an asset or liability, either directly or indirectly, including, but not limited to, quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets." } } }, "auth_ref": ["r397", "r448", "r453", "r565", "r566", "r575", "r622", "r865", "r866", "r877", "r878", "r879", "r886"] }, "us-gaap_FairValueMeasurementFrequencyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementFrequencyDomain", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Measurement Frequency [Domain]", "label": "Measurement Frequency [Domain]", "documentation":

"Measurement frequency." } } }, "auth_ref": ["r564", "r565", "r566", "r568", "r886", "r1121", "r1132"] }, "us-gaap_FairValueMeasurementsFairValueHierarchyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsFairValueHierarchyDomain", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Hierarchy and NAV [Domain]", "label": "Fair Value Hierarchy and NAV [Domain]", "documentation": "Categories used to prioritize the inputs to valuation techniques to measure fair value." } } }, "auth_ref": ["r397", "r448", "r449", "r450", "r451", "r452", "r453", "r563", "r565", "r566", "r567", "r568", "r574", "r575", "r577", "r621", "r622", "r623", "r865", "r866", "r877", "r878", "r879", "r886", "r890"] }, "us-gaap_FairValueMeasurementsRecurringMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementsRecurringMember", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Recurring", "label": "Fair Value, Recurring [Member]", "documentation": "Frequent fair value measurement. Includes, but is not limited to, fair value adjustment for impairment of asset, liability or equity, frequently measured at fair value." } } }, "auth_ref": ["r886", "r1118", "r1119", "r1120", "r1121", "r1122", "r1132"] }, "us-gaap_FederalFundsEffectiveSwapRateMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FederalFundsEffectiveSwapRateMember", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Federal Funds Rate", "label": "Fed Funds Effective Rate Overnight Index Swap Rate [Member]", "documentation": "Fixed rate on U.S. dollar, constant-notional interest rate swap having its variable-rate leg referenced to Federal Funds effective rate with no additional spread over Federal Funds effective rate on that variable-rate leg." } } }, "auth_ref": ["r1115"] }, "us-gaap_FinancialInstrumentAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FinancialInstrumentAxis", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Financial Instrument [Axis]", "label": "Financial Instrument [Axis]", "documentation": "Information by type of financial instrument." } } }, "auth_ref": ["r279", "r280", "r281", "r282", "r283", "r284", "r285", "r286", "r287", "r288", "r289", "r290", "r291", "r292", "r293", "r294", "r295", "r296", "r297", "r298", "r299", "r300", "r301", "r302", "r303", "r304", "r305", "r306", "r307", "r308", "r322", "r323", "r326", "r327", "r328", "r330", "r331", "r332", "r408", "r427", "r550", "r582", "r618", "r619", "r620", "r621", "r622", "r623", "r624", "r625", "r626", "r627", "r628", "r629", "r630", "r631", "r632", "r634", "r635", "r636", "r637", "r638", "r639", "r640", "r641", "r642", "r643", "r644", "r645", "r646", "r647", "r648", "r706", "r861", "r886", "r888", "r890", "r891", "r892", "r893", "r894", "r895", "r896", "r900", "r1013", "r1014", "r1015", "r1016", "r1017", "r1018", "r1019", "r1055", "r1056", "r1057", "r1058", "r1117", "r1120", "r1121", "r1122", "r1129", "r1132"] }, "cloud_FiniteLivedIntangibleAssetExpectedAmortizationAfterYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "FiniteLivedIntangibleAssetExpectedAmortizationAfterYearFour", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/BalanceSheetComponentsEstimatedFutureAmortizationExpenseofAcquiredIntangibleAssetsNetDetails": {
"parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 6.0 } }, "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsEstimatedFutureAmortizationExpenseofAcquiredIntangibleAssetsNetDetails"], "lang": {
"en-us": { "role": { "terseLabel": "Thereafter", "label": "Finite-Lived Intangible Asset, Expected Amortization, after Year Four", "documentation": "Finite-Lived Intangible Asset, Expected Amortization, after Year Four" } } }, "auth_ref": [] }, "us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAccumulatedAmortization", "crdr": "credit", "calculation": {
"http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": -1.0, "order": 2.0 } }, "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Amortization", "label": "Finite-Lived Intangible Assets, Accumulated Amortization", "documentation": "Accumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r173", "r335", "r348", "r863"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/BalanceSheetComponentsEstimatedFutureAmortizationExpenseofAcquiredIntangibleAssetsNetDetails": {
"parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 3.0 } }, "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsEstimatedFutureAmortizationExpenseofAcquiredIntangibleAssetsNetDetails"], "lang": {
"en-us": { "role": { "terseLabel": "2025", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year One", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r350", "r842", "r863"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/BalanceSheetComponentsEstimatedFutureAmortizationExpenseofAcquiredIntangibleAssetsNetDetails": {
"parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 2.0 } }, "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsEstimatedFutureAmortizationExpenseofAcquiredIntangibleAssetsNetDetails"], "lang": {
"en-us": { "role": { "terseLabel": "2024 (remaining six months)", "label": "Finite-Lived Intangible Asset, Expected Amortization, Remainder of Fiscal Year", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in remainder of current fiscal year." } } }, "auth_ref": ["r1195"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearFour", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/BalanceSheetComponentsEstimatedFutureAmortizationExpenseofAcquiredIntangibleAssetsNetDetails": {
"parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 5.0 } }, "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsEstimatedFutureAmortizationExpenseofAcquiredIntangibleAssetsNetDetails"], "lang": {
"en-us": { "role": { "terseLabel": "2028", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Four", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r350", "r842", "r863"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearThree", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/BalanceSheetComponentsEstimatedFutureAmortizationExpenseofAcquiredIntangibleAssetsNetDetails": {
"parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 4.0 } }, "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsEstimatedFutureAmortizationExpenseofAcquiredIntangibleAssetsNetDetails"], "lang": {
"en-us": { "role": { "terseLabel": "2027", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Three", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r350", "r842", "r863"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/BalanceSheetComponentsEstimatedFutureAmortizationExpenseofAcquiredIntangibleAssetsNetDetails": {
"parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 1.0 } }, "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsEstimatedFutureAmortizationExpenseofAcquiredIntangibleAssetsNetDetails"], "lang": {
"en-us": { "role": { "terseLabel": "2026", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Two", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r350", "r842", "r863"] }, "us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis": {
"xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsByMajorClassAxis", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets by Major Class [Axis]", "label": "Finite-Lived Intangible Assets by Major Class [Axis]", "documentation": "Information by major type or class of finite-lived intangible assets." } } }, "auth_ref": ["r341", "r343", "r344", "r345", "r347", "r348", "r351", "r352", "r652", "r656", "r842"] }, "us-gaap_FiniteLivedIntangibleAssetsGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsGross", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 1.0 } }, "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Gross Carrying Amount", "label": "Finite-Lived Intangible Assets, Gross", "documentation": "Amount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r335", "r348", "r656", "r863"] }, "us-gaap_FiniteLivedIntangibleAssetsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsLineItems", "presentation": [

"http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets [Line Items]", "label": "Finite-Lived Intangible Assets [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r341", "r348", "r351", "r352", "r353", "r652", "r842", "r863"] }, "us-gaap_FiniteLivedIntangibleAssetsMajorClassNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsMajorClassNameDomain", "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Finite-Lived Intangible Assets, Major Class Name [Domain]", "label": "Finite-Lived Intangible Assets, Major Class Name [Domain]", "documentation": "The major class of finite-lived intangible asset (for example, patents, trademarks, copyrights, etc.) A major class is composed of intangible assets that can be grouped together because they are similar, either by their nature or by their use in the operations of a company." } } }, "auth_ref": ["r341", "r343", "r344", "r345", "r347", "r348", "r351", "r352", "r842"] }, "us-gaap_FiniteLivedIntangibleAssetsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsNet", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 4.0 },
"http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails": { "parentTag": null, "weight": null, "order": null, "root": true },
"http://www.cloudflare.com/role/BalanceSheetComponentsEstimatedFutureAmortizationExpenseofAcquiredIntangibleAssetsNetDetails": {
"parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails",
"http://www.cloudflare.com/role/BalanceSheetComponentsEstimatedFutureAmortizationExpenseofAcquiredIntangibleAssetsNetDetails",
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Acquired intangible assets, net", "totalLabel": "Net Book Value", "label": "Finite-Lived Intangible Assets, Net", "documentation": "Amount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r652", "r1070"] }, "us-gaap_FinitelivedIntangibleAssetsAcquired1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FinitelivedIntangibleAssetsAcquired1", "crdr": "debit", "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Estimated fair value of intangible assets", "label": "Finite-Lived Intangible Assets Acquired", "documentation": "Amount of increase in assets, excluding financial assets, lacking physical substance with a definite life, from an acquisition." } } }, "auth_ref": ["r343"] }, "us-gaap_FiscalPeriod": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiscalPeriod", "presentation": [
"http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Fiscal Period", "label": "Fiscal Period, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for determining an entity's fiscal year or other fiscal period. This disclosure may include identification of the fiscal period end-date, the length of the fiscal period, any reporting period lag between the entity and its subsidiaries, or equity investees. If a reporting lag exists, the closing date of the entity having a different period end is generally noted, along with an explanation of the necessity for using different closing dates. Any intervening events that materially affect the entity's financial position or results of operations are generally also disclosed." } } }, "auth_ref": ["r68"] },
"ecd_ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due to Disqualification of Tax Benefits, Amount", "label": "Forgone Recovery due to Disqualification of Tax Benefits, Amount" } } }, "auth_ref": ["r933", "r943", "r953", "r985"] },
"ecd_ForgoneRecoveryDueToExpenseOfEnforcementAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToExpenseOfEnforcementAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due to Expense of Enforcement, Amount", "label": "Forgone Recovery due to Expense of Enforcement, Amount" } } }, "auth_ref": ["r933", "r943", "r953", "r985"] }, "ecd_ForgoneRecoveryDueToViolationOfHomeCountryLawAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToViolationOfHomeCountryLawAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due to Violation of Home Country Law, Amount", "label": "Forgone Recovery due to Violation of Home Country Law, Amount" } } }, "auth_ref": ["r933", "r943", "r953", "r985"] }, "ecd_ForgoneRecoveryExplanationOfImpracticabilityTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryExplanationOfImpracticabilityTextBlock", "presentation": [
"http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery, Explanation of Impracticability", "label": "Forgone Recovery, Explanation of Impracticability [Text Block]" } } }, "auth_ref": ["r933", "r943", "r953", "r985"] },
"ecd_ForgoneRecoveryIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryIndName", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Name", "label": "Forgone Recovery, Individual Name" } } }, "auth_ref": ["r933", "r943", "r953", "r985"] },
"ecd_FrValAsOfPrrYrEndOfEqtyAwrdsGrntdInPrrYrsFldVstngCondsDrngCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "FrValAsOfPrrYrEndOfEqtyAwrdsGrntdInPrrYrsFldVstngCondsDrngCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year", "label": "Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member]" } } }, "auth_ref": ["r966"] }, "us-gaap_FurnitureAndFixturesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FurnitureAndFixturesMember", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Office furniture", "label": "Furniture and Fixtures [Member]", "documentation": "Equipment commonly used in offices and stores that have no permanent connection to the structure of a building or utilities. Examples include, but are not limited to, desks, chairs, tables, and bookcases." } } }, "auth_ref": [] }, "us-gaap_GainsLossesOnExtinguishmentOfDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainsLossesOnExtinguishmentOfDebt", "crdr": "credit", "calculation": {
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_NonoperatingIncomeExpense", "weight": 1.0, "order": 4.0 },
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 21.0 } }, "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS",
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS",
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Loss on extinguishment of debt", "negatedTerseLabel": "Loss on extinguishment of debt", "label": "Gain (Loss) on Extinguishment of Debt", "documentation": "Difference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity." } } }, "auth_ref": ["r7", "r47", "r48"] }, "us-gaap_GeneralAndAdministrativeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeneralAndAdministrativeExpense", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "terseLabel": "General and administrative", "label": "General and Administrative Expense", "documentation": "The aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line." } } }, "auth_ref": ["r105", "r788"] }, "us-gaap_GeneralAndAdministrativeExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeneralAndAdministrativeExpenseMember", "presentation": [
"http://www.cloudflare.com/role/StockbasedCompensationStockbasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "General and administrative", "label": "General and Administrative Expense [Member]", "documentation": "Primary financial statement caption encompassing general and administrative expense." } } }, "auth_ref": ["r105"] }, "us-gaap_GeographicConcentrationRiskMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeographicConcentrationRiskMember", "presentation": [
"http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Geographic Concentration Risk", "label": "Geographic Concentration Risk [Member]", "documentation": "Reflects the percentage that a specified dollar value on the balance sheet or income statement in the period from one or more specified geographic areas is to a corresponding consolidated, segment, or product line amount. Risk is the materially adverse effects of economic decline or antagonistic political actions resulting in loss of assets, sales volume, labor supply, or source of materials and supplies in a US state or a specified country, continent, or region such as EMEA (Europe, Middle East, Africa)." } } }, "auth_ref": ["r36", "r829"] }, "us-gaap_Goodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Goodwill", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsGoodwillDetails",
"http://www.cloudflare.com/role/BusinessCombinationsDetails", "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill", "label": "Goodwill", "documentation": "Amount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized." } } }, "auth_ref": ["r172", "r336", "r688", "r856", "r862", "r887", "r899", "r1061", "r1062"] }, "us-gaap_GoodwillAcquiredDuringPeriod": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAcquiredDuringPeriod", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsGoodwillDetails"],

"lang": { "en-us": { "role": { "terseLabel": "Goodwill", "label": "Goodwill, Acquired During Period", "documentation": "Amount of increase in asset representing future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized resulting from a business combination." } } }, "auth_ref": ["r338", "r862"] }, "us-gaap_GoodwillImpairmentLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillImpairmentLoss", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsGoodwillDetails"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill, impairment loss", "label": "Goodwill, Impairment Loss", "documentation": "Amount of impairment loss from asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized." } } }, "auth_ref": ["r7", "r337", "r339", "r340", "r862", "r887"] }, "us-gaap_GrossProfit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GrossProfit", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "totalLabel": "Gross profit", "label": "Gross Profit", "documentation": "Aggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity." } } }, "auth_ref": ["r101", "r103", "r146", "r210", "r310", "r374", "r375", "r376", "r377", "r378", "r379", "r380", "r381", "r382", "r586", "r851", "r855", "r1044", "r1046", "r1047", "r1048", "r1049", "r1083"] }, "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_NetIncomeLoss", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "totalLabel": "Loss before income taxes", "label": "Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest", "documentation": "Amount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest." } } }, "auth_ref": ["r102", "r142", "r146", "r692", "r703", "r851", "r855", "r1044", "r1046", "r1047", "r1048", "r1049"] }, "us-gaap_IncomeStatementAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementAbstract", "lang": { "en-us": { "role": { "label": "Income Statement [Abstract]" } } }, "auth_ref": [] }, "us-gaap_IncomeStatementLocationAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementLocationAxis", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationStockbasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Income Statement Location [Axis]", "label": "Statement of Income Location, Balance [Axis]", "documentation": "Information by location in statement of income where disaggregated amount has been reported." } } }, "auth_ref": ["r356", "r362", "r364", "r569", "r571", "r576", "r712", "r714", "r789", "r842", "r889", "r1159"] }, "us-gaap_IncomeStatementLocationDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeStatementLocationDomain", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationStockbasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Income Statement Location [Domain]", "label": "Statement of Income Location, Balance [Domain]", "documentation": "Location in statement of income where disaggregated amount has been reported." } } }, "auth_ref": ["r362", "r364", "r569", "r571", "r576", "r712", "r714", "r789", "r842", "r889", "r1159"] }, "us-gaap_IncomeTaxDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Income Tax Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_IncomeTaxDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxDisclosureTextBlock", "presentation": ["http://www.cloudflare.com/role/IncomeTaxes"], "lang": { "en-us": { "role": { "terseLabel": "Income Taxes", "label": "Income Tax Disclosure [Text Block]", "documentation": "The entire disclosure for income tax." } } }, "auth_ref": ["r211", "r495", "r497", "r498", "r499", "r500", "r501", "r502", "r510", "r512", "r513", "r514", "r738", "r885"] }, "us-gaap_IncomeTaxExpenseBenefit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxExpenseBenefit", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_NetIncomeLoss", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS", "http://www.cloudflare.com/role/IncomeTaxesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Provision for income taxes", "verboseLabel": "Provision for Income tax expense", "label": "Income Tax Expense (Benefit)", "documentation": "Amount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": ["r148", "r157", "r228", "r229", "r244", "r257", "r265", "r496", "r497", "r511", "r710", "r885"] }, "us-gaap_IncomeTaxesPaidNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxesPaidNet", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Cash paid for income taxes, net of refunds", "label": "Income Taxes Paid, Net", "documentation": "Amount, after refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax." } } }, "auth_ref": ["r26", "r205", "r503", "r504"] }, "us-gaap_IncreaseDecreaseInAccountsPayable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInAccountsPayable", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 10.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Accounts payable", "label": "Increase (Decrease) in Accounts Payable", "documentation": "The increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business." } } }, "auth_ref": ["r6"] }, "us-gaap_IncreaseDecreaseInAccountsReceivable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInAccountsReceivable", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 18.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedLabel": "Accounts receivable, net", "label": "Increase (Decrease) in Accounts Receivable", "documentation": "The increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services." } } }, "auth_ref": ["r6"] }, "us-gaap_IncreaseDecreaseInAccruedLiabilitiesAndOtherOperatingLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInAccruedLiabilitiesAndOtherOperatingLiabilities", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 20.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Accrued expenses and other current liabilities", "label": "Increase (Decrease) in Accrued Liabilities and Other Operating Liabilities", "documentation": "Amount of increase (decrease) in accrued expenses, and obligations classified as other." } } }, "auth_ref": ["r1031"] }, "cloud_IncreaseDecreaseInCapitalizedContractCost": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "IncreaseDecreaseInCapitalizedContractCost", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedLabel": "Deferred contract acquisition costs", "label": "Increase (Decrease) In Capitalized Contract Cost", "documentation": "Increase (Decrease) In Capitalized Contract Cost" } } }, "auth_ref": [] }, "us-gaap_IncreaseDecreaseInContractWithCustomerAsset": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInContractWithCustomerAsset", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 7.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedLabel": "Contract assets", "label": "Increase (Decrease) in Contract with Customer, Asset", "documentation": "Amount of increase (decrease) in right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time." } } }, "auth_ref": ["r1031"] }, "us-gaap_IncreaseDecreaseInContractWithCustomerLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInContractWithCustomerLiability", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Deferred revenue", "label": "Increase (Decrease) in Contract with Customer, Liability", "documentation": "Amount of increase (decrease) in obligation to transfer good or service to customer for which consideration has been received or is receivable." } } }, "auth_ref": ["r650", "r1031"] }, "us-gaap_IncreaseDecreaseInOperatingCapitalAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInOperatingCapitalAbstract", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Changes in operating assets and liabilities, net of effect of acquisitions:", "label": "Increase (Decrease) in Operating Capital [Abstract]" } } }, "auth_ref": [] }, "cloud_IncreaseDecreaseInOperatingLeaseLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "IncreaseDecreaseInOperatingLeaseLiabilities", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 1.0 } }, "presentation": [

"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease liabilities", "label": "Increase (Decrease) In Operating Lease Liabilities", "documentation": "Increase (Decrease) In Operating Lease Liabilities" } } }, "auth_ref": [] }, "us-gaap_IncreaseDecreaseInOtherNoncurrentAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInOtherNoncurrentAssets", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 19.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedLabel": "Other noncurrent assets", "label": "Increase (Decrease) in Other Noncurrent Assets", "documentation": "Amount of increase (decrease) in noncurrent assets classified as other." } } }, "auth_ref": ["r1031"] }, "us-gaap_IncreaseDecreaseInOtherNoncurrentLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInOtherNoncurrentLiabilities", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 17.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Other noncurrent liabilities", "label": "Increase (Decrease) in Other Noncurrent Liabilities", "documentation": "Amount of increase (decrease) in noncurrent operating liabilities classified as other." } } }, "auth_ref": [] }, "us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 12.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedLabel": "Prepaid expenses and other current assets", "label": "Increase (Decrease) in Prepaid Expense and Other Assets", "documentation": "Amount of increase (decrease) in prepaid expenses, and assets classified as other." } } }, "auth_ref": ["r6"] }, "us-gaap_IncreaseDecreaseInStockholdersEquityRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncreaseDecreaseInStockholdersEquityRollForward", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Increase (Decrease) in Stockholders' Equity [Roll Forward]", "label": "Increase (Decrease) in Stockholders' Equity [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "ecd_IndividualAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "IndividualAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure", "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure", "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements", "http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Individual:", "label": "Individual [Axis]" } } }, "auth_ref": ["r933", "r943", "r953", "r977", "r985", "r989", "r997"] }, "ecd_InsiderTradingArrLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTradingArrLineItems", "lang": { "en-us": { "role": { "label": "Insider Trading Arrangements [Line Items]" } } }, "auth_ref": ["r995"] }, "ecd_InsiderTradingPoliciesProcLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTradingPoliciesProcLineItems", "lang": { "en-us": { "role": { "label": "Insider Trading Policies and Procedures [Line Items]" } } }, "auth_ref": ["r925", "r1001"] }, "ecd_InsiderTrdPoliciesProcAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTrdPoliciesProcAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingPoliciesProc"], "lang": { "en-us": { "role": { "terseLabel": "Insider Trading Policies and Procedures Adopted", "label": "Insider Trading Policies and Procedures Adopted [Flag]" } } }, "auth_ref": ["r925", "r1001"] }, "ecd_InsiderTrdPoliciesProcNotAdoptedTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "InsiderTrdPoliciesProcNotAdoptedTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingPoliciesProc"], "lang": { "en-us": { "role": { "terseLabel": "Insider Trading Policies and Procedures Not Adopted", "label": "Insider Trading Policies and Procedures Not Adopted [Text Block]" } } }, "auth_ref": ["r925", "r1001"] }, "us-gaap_InterestAndDebtExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestAndDebtExpense", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total", "label": "Interest and Debt Expense", "documentation": "Interest and debt related expenses associated with nonoperating financing activities of the entity." } } }, "auth_ref": ["r1028"] }, "us-gaap_InterestExpenseDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpenseDebt", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetails": { "parentTag": "us-gaap_InterestAndDebtExpense", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Coupon interest expense", "label": "Interest Expense, Debt", "documentation": "Amount of the cost of borrowed funds accounted for as interest expense for debt." } } }, "auth_ref": ["r107", "r403", "r413", "r867", "r868"] }, "us-gaap_InterestExpenseNonoperating": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestExpenseNonoperating", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_NonoperatingIncomeExpense", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "negatedLabel": "Interest expense", "label": "Interest Expense, Nonoperating", "documentation": "Amount of interest expense classified as nonoperating." } } }, "auth_ref": ["r255", "r1029"] }, "us-gaap_InterestPaidNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPaidNet", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Cash paid for interest", "label": "Interest Paid, Excluding Capitalized Interest, Operating Activities", "documentation": "Amount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount." } } }, "auth_ref": ["r201", "r203", "r204"] }, "us-gaap_InterestPayableCurrentAndNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPayableCurrentAndNoncurrent", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Interest payable", "label": "Interest Payable", "documentation": "Amount of interest payable on debt, including, but not limited to, trade payables." } } }, "auth_ref": ["r138", "r1153"] }, "us-gaap_InvestmentIncomeNonoperating": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InvestmentIncomeNonoperating", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_NonoperatingIncomeExpense", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "terseLabel": "Interest income", "label": "Investment Income, Nonoperating", "documentation": "The aggregate amount of income from investments (for example, dividends) not considered a component of the entity's core operations." } } }, "auth_ref": ["r106"] }, "us-gaap_LeaseContractualTermAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeaseContractualTermAxis", "presentation": ["http://www.cloudflare.com/role/LeasesNarrativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lease Contractual Term [Axis]", "label": "Lease Contractual Term [Axis]", "documentation": "Information by contractual term of lease arrangement." } } }, "auth_ref": ["r610", "r1012"] }, "us-gaap_LeaseContractualTermDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeaseContractualTermDomain", "presentation": ["http://www.cloudflare.com/role/LeasesNarrativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lease Contractual Term [Domain]", "label": "Lease Contractual Term [Domain]", "documentation": "Contractual term of lease arrangement." } } }, "auth_ref": ["r610", "r1012"] }, "us-gaap_LeaseCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeaseCost", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/LeasesLeaseCostsDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cloudflare.com/role/LeasesLeaseCostsDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total lease cost", "label": "Lease, Cost", "documentation": "Amount of lease cost recognized by lessee for lease contract." } } }, "auth_ref": ["r603", "r898"] }, "us-gaap_LeaseCostTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeaseCostTableTextBlock", "presentation": ["http://www.cloudflare.com/role/LeasesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Lease Costs", "label": "Lease, Cost [Table Text Block]", "documentation": "Tabular disclosure of lessee's lease cost. Includes, but is not limited to, interest expense for finance lease, amortization of right-of-use asset for finance lease, operating lease cost, short-term lease cost, variable lease cost and sublease income." } } }, "auth_ref": ["r1139"] }, "us-gaap_LeaseholdImprovementsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeaseholdImprovementsMember", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Leasehold improvements", "label": "Leasehold Improvements [Member]", "documentation": "Additions or improvements to assets held under a lease arrangement." } } }, "auth_ref": ["r118", "r609"] }, "us-gaap_LeasesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LeasesAbstract", "lang": { "en-us": { "role": { "label": "Leases [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LesseeLeaseDescriptionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeLeaseDescriptionLineItems", "presentation": ["http://www.cloudflare.com/role/LeasesNarrativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lessee, Lease, Description [Line Items]", "label": "Lessee, Lease, Description [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one

or many axes to the table." } } }, "auth_ref": ["r602", "r610"] }, "us-gaap_LesseeLeaseDescriptionTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeLeaseDescriptionTable", "presentation": ["http://www.cloudflare.com/role/LeasesNarrativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lessee, Lease, Description [Table]", "label": "Lessee, Lease, Description [Table]", "documentation": "Disclosure of information about lessee's leases." } } }, "auth_ref": ["r602", "r610"] }, "us-gaap_LesseeOperatingLeaseLeaseNotYetCommencedTermOfContract1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLeaseNotYetCommencedTermOfContract1", "presentation": ["http://www.cloudflare.com/role/LeasesNarrativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lease not yet commenced, term of contract", "label": "Lessee, Operating Lease, Lease Not yet Commenced, Term of Contract", "documentation": "Term of lessee's operating lease not yet commenced, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r1138"] }, "us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityMaturityTableTextBlock", "presentation": ["http://www.cloudflare.com/role/LeasesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Lease Liability Maturities", "label": "Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block]", "documentation": "Tabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position." } } }, "auth_ref": ["r1140"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDue", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails": { "parentTag": null, "weight": null, "order": null, "root": true }, "http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails_1": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total lease payments", "label": "Lessee, Operating Lease, Liability, to be Paid", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease." } } }, "auth_ref": ["r608"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2025", "label": "Lessee, Operating Lease, Liability, to be Paid, Year One", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r608"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearFour", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2028", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Four", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r608"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearThree", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2027", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Three", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r608"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearTwo", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2026", "label": "Lessee, Operating Lease, Liability, to be Paid, Year Two", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r608"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2024 (remaining nine months)", "label": "Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease having initial or remaining lease term in excess of one year to be paid in remainder of current fiscal year." } } }, "auth_ref": ["r1140"] }, "cloud_LesseeOperatingLeaseLiabilityToBePaidAfterYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "LesseeOperatingLeaseLiabilityToBePaidAfterYearFour", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Thereafter", "label": "Lessee, Operating Lease, Liability, To Be Paid, After Year Four", "documentation": "Lessee, Operating Lease, Liability, To Be Paid, After Year Four" } } }, "auth_ref": [] }, "us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityUndiscountedExcessAmount", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Less: Imputed interest", "label": "Lessee, Operating Lease, Liability, Undiscounted Excess Amount", "documentation": "Amount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease." } } }, "auth_ref": ["r608"] }, "us-gaap_LesseeOperatingLeaseRemainingLeaseTerm": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseRemainingLeaseTerm", "presentation": ["http://www.cloudflare.com/role/LeasesNarrativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Remaining lease term (up to)", "label": "Lessee, Operating Lease, Remaining Lease Term", "documentation": "Remaining lease term of operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r610", "r1137"] }, "us-gaap_LesseeOperatingLeasesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeasesTextBlock", "presentation": ["http://www.cloudflare.com/role/Leases"], "lang": { "en-us": { "role": { "terseLabel": "Leases", "label": "Lessee, Operating Leases [Text Block]", "documentation": "The entire disclosure for operating leases of lessee. Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability." } } }, "auth_ref": ["r598"] }, "us-gaap_LetterOfCreditMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LetterOfCreditMember", "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Letter of Credit", "label": "Letter of Credit [Member]", "documentation": "A document typically issued by a financial institution which acts as a guarantee of payment to a beneficiary, or as the source of payment for a specific transaction (for example, wiring funds to a foreign exporter if and when specified merchandise is accepted pursuant to the terms of the letter of credit)." } } }, "auth_ref": [] }, "us-gaap_Liabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Liabilities", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "totalLabel": "Total liabilities", "label": "Liabilities", "documentation": "Amount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others." } } }, "auth_ref": ["r15", "r83", "r84", "r85", "r89", "r90", "r91", "r92", "r210", "r310", "r374", "r375", "r376", "r377", "r378", "r379", "r380", "r381", "r382", "r536", "r537", "r538", "r586", "r763", "r850", "r920", "r1083", "r1142", "r1143"] }, "us-gaap_LiabilitiesAndStockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquity", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "totalLabel": "Total liabilities and stockholders\u2019 equity", "label": "Liabilities and Equity", "documentation": "Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any." } } }, "auth_ref": ["r99", "r141", "r700", "r899", "r1036", "r1059", "r1133"] }, "us-gaap_LiabilitiesAndStockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquityAbstract", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Liabilities and Stockholders\u2019 Equity", "label": "Liabilities and Equity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrent", "crdr": "credit", "calculation": {

"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "totalLabel": "Total current liabilities", "label": "Liabilities, Current", "documentation": "Total obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer." } } }, "auth_ref": ["r85", "r168", "r210", "r310", "r374", "r375", "r376", "r377", "r378", "r379", "r380", "r381", "r382", "r536", "r537", "r538", "r586", "r899", "r1083", "r1142", "r1143"] }, "us-gaap_LiabilitiesCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrentAbstract", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Current liabilities:", "label": "Liabilities, Current [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityMaximumBorrowingCapacity", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Maximum borrowing capacity", "label": "Line of Credit Facility, Maximum Borrowing Capacity", "documentation": "Maximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility." } } }, "auth_ref": ["r82", "r88"] }, "us-gaap_LineOfCreditFacilityUnusedCapacityCommitmentFeePercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityUnusedCapacityCommitmentFeePercentage", "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Commitment fee", "label": "Line of Credit Facility, Unused Capacity, Commitment Fee Percentage", "documentation": "The fee, expressed as a percentage of the line of credit facility, for available but unused credit capacity under the credit facility." } } }, "auth_ref": [] }, "us-gaap_LineOfCreditMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditMember", "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Line of Credit", "verboseLabel": "Line of Credit", "label": "Line of Credit [Member]", "documentation": "A contractual arrangement with a lender under which borrowings can be made up to a specific amount at any point in time, and under which borrowings outstanding may be either short-term or long-term, depending upon the particulars." } } }, "auth_ref": [] }, "cloud_LineofCreditFacilityAccordionFeatureIncreaseLimit": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "LineofCreditFacilityAccordionFeatureIncreaseLimit", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Increase limit", "label": "Line of Credit Facility, Accordion Feature, Increase Limit", "documentation": "Line of credit facility, accordion feature, increase limit, subject to certain conditions by obtaining additional commitments from existing and/or new lenders." } } }, "auth_ref": [] }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LocalPhoneNumber", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Local Phone Number", "label": "Local Phone Number", "documentation": "Local phone number for entity." } } }, "auth_ref": [] }, "us-gaap_LongLivedAssetsByGeographicAreasTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongLivedAssetsByGeographicAreasTableTextBlock", "presentation": ["http://www.cloudflare.com/role/SegmentandGeographicInformationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Property and Equipment, Net by Geographic Area", "label": "Long-Lived Assets by Geographic Areas [Table Text Block]", "documentation": "Tabular disclosure of long-lived assets, excluding financial instruments, long-term customer relationships of a financial institution, mortgage rights, deferred policy acquisition costs, and deferred tax assets, by geographic areas located in the entity's country of domicile and foreign countries in which the entity holds assets." } } }, "auth_ref": ["r116"] }, "us-gaap_LongMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongMember", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long", "label": "Long [Member]", "documentation": "Indicates an ownership position in, or purchase of, a security." } } }, "auth_ref": [] }, "us-gaap_LongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebt", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/FinancingArrangementsNetCarryingAmountofNotesDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails", "http://www.cloudflare.com/role/FinancingArrangementsNetCarryingAmountofNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Carrying amount, net", "totalLabel": "Carrying amount, net", "label": "Long-Term Debt", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation." } } }, "auth_ref": ["r15", "r139", "r396", "r411", "r865", "r866", "r897", "r1154"] }, "us-gaap_LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeAxis", "presentation": ["http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails", "http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails", "http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails", "http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails", "http://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetails", "http://www.cloudflare.com/role/FinancingArrangementsNetCarryingAmountofNotesDetails", "http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type [Axis]", "label": "Long-Term Debt, Type [Axis]", "documentation": "Information by type of long-term debt." } } }, "auth_ref": ["r15", "r1076", "r1077", "r1078"] }, "us-gaap_LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeDomain", "presentation": ["http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails", "http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails", "http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails", "http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails", "http://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetails", "http://www.cloudflare.com/role/FinancingArrangementsNetCarryingAmountofNotesDetails", "http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type [Domain]", "label": "Long-Term Debt, Type [Domain]", "documentation": "Type of long-term debt arrangement, such as notes, line of credit, commercial paper, asset-based financing, project financing, letter of credit financing. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth_ref": ["r15", "r46", "r1076", "r1077", "r1078"] }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MaximumMember", "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Maximum", "label": "Maximum [Member]" } } }, "auth_ref": ["r368", "r369", "r370", "r371", "r454", "r493", "r568", "r649", "r711", "r713", "r727", "r755", "r756", "r809", "r811", "r813", "r814", "r820", "r840", "r841", "r860", "r869", "r882", "r890", "r891", "r895", "r896", "r909", "r1085", "r1144", "r1145", "r1146", "r1147", "r1148", "r1149"] }, "ecd_MeasureAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Measure:", "label": "Measure [Axis]" } } }, "auth_ref": ["r969"] }, "ecd_MeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Name", "label": "Measure Name" } } }, "auth_ref": ["r969"] }, "srt_MinimumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MinimumMember", "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Minimum", "label": "Minimum [Member]" } } }, "auth_ref": ["r368", "r369", "r370", "r371", "r454", "r493", "r568", "r649", "r711", "r713", "r727", "r755", "r756", "r809", "r811", "r813", "r814", "r820", "r840", "r841", "r860", "r869", "r882", "r890", "r891", "r895", "r909", "r1085", "r1144", "r1145", "r1146", "r1147", "r1148", "r1149"] }, "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": { "terseLabel": "MNPI Disclosure Timed for Compensation Value", "label": "MNPI Disclosure Timed for Compensation Value [Flag]" } } }, "auth_ref": ["r988"] }, "us-gaap_MoneyMarketFundsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MoneyMarketFundsMember", "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
"http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Money market funds", "label": "Money Market Funds [Member]", "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": ["r1087"] }, "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": { "terseLabel": "Material Terms of Trading Arrangement", "label": "Material Terms of Trading Arrangement [Text Block]" } } }, "auth_ref": ["r996"] }, "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": { "terseLabel": "Named Executive Officers, Footnote", "label": "Named

Executive Officers, Footnote [Text Block]" } } }, "auth_ref": ["r970"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivities", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by (used in) financing activities", "label": "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": ["r202"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Cash Flows from Financing Activities", "label": "Net Cash Provided by (Used in) Financing Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by (used in) investing activities", "label": "Net Cash Provided by (Used in) Investing Activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets." } } }, "auth_ref": ["r202"] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Cash Flows from Investing Activities", "label": "Net Cash Provided by (Used in) Investing Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by operating activities", "label": "Net Cash Provided by (Used in) Operating Activities", "documentation": "Amount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities." } } }, "auth_ref": ["r112", "r113", "r114"] }, "us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Cash Flows from Operating Activities", "label": "Net Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NetIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetIncomeLoss", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS": { "parentTag": "us-gaap_ComprehensiveIncomeNetOfTax", "weight": 1.0, "order": 1.0 }, "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 11.0 }, "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS", "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS", "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS", "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY", "http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersComputationofBasicandDilutedEarningsperShareAttributableto "http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "totalLabel": "Net loss", "terseLabel": "Net loss", "verboseLabel": "Net loss attributable to common stockholders", "label": "Net Income (Loss) Attributable to Parent", "documentation": "The portion of profit or loss for the period, net of income taxes, which is attributable to the parent." } } }, "auth_ref": ["r104", "r114", "r143", "r166", "r187", "r190", "r194", "r210", "r217", "r221", "r222", "r223", "r224", "r225", "r228", "r229", "r236", "r310", "r374", "r375", "r376", "r377", "r378", "r379", "r380", "r381", "r382", "r522", "r534", "r562", "r586", "r704", "r785", "r802", "r803", "r919", "r1083"] }, "us-gaap_NewAccountingPronouncementsOrChangeInAccountingPrincipleLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsOrChangeInAccountingPrincipleLineItems", "presentation": ["http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "New Accounting Pronouncements or Change in Accounting Principle [Line Items]", "label": "New Accounting Pronouncements or Change in Accounting Principle [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r160", "r161", "r162", "r163", "r164", "r165", "r216", "r217", "r218", "r219", "r220", "r223", "r230", "r243", "r273", "r274", "r311", "r312", "r313", "r314", "r315", "r316", "r317", "r318", "r319", "r320", "r354", "r355", "r363", "r505", "r506", "r507", "r508", "r509", "r515", "r516", "r517", "r518", "r519", "r520", "r521", "r522", "r523", "r526", "r527", "r528", "r530", "r531", "r532", "r533", "r534", "r539", "r540", "r541", "r542", "r543", "r544", "r545", "r546", "r547", "r548", "r549", "r552", "r553", "r554", "r555", "r556", "r557", "r558", "r559", "r560", "r561", "r562", "r583", "r584", "r595", "r596", "r597", "r612", "r613", "r614", "r615", "r616", "r617", "r653", "r654", "r655", "r715", "r716", "r717", "r718", "r719", "r720", "r721", "r722", "r723", "r724", "r725", "r726", "r731"] }, "us-gaap_NewAccountingPronouncementsOrChangeInAccountingPrincipleTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsOrChangeInAccountingPrincipleTable", "presentation": ["http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "New Accounting Pronouncements or Change in Accounting Principle [Table]", "label": "Accounting Standards Update and Change in Accounting Principle [Table]", "documentation": "Disclosure of information about change in accounting principle or amendment to accounting standards or both. Includes, but is not limited to, nature, reason, and method of adopting amendment to accounting standards and other change in accounting principle." } } }, "auth_ref": ["r30", "r160", "r161", "r162", "r163", "r164", "r165", "r216", "r217", "r218", "r219", "r220", "r223", "r230", "r243", "r273", "r274", "r311", "r312", "r313", "r314", "r315", "r316", "r317", "r318", "r319", "r320", "r354", "r355", "r363", "r505", "r506", "r507", "r508", "r509", "r515", "r516", "r517", "r518", "r519", "r520", "r521", "r522", "r523", "r526", "r527", "r528", "r530", "r531", "r532", "r533", "r534", "r539", "r540", "r541", "r542", "r543", "r544", "r545", "r546", "r547", "r548", "r549", "r552", "r553", "r554", "r555", "r556", "r557", "r558", "r559", "r560", "r561", "r562", "r583", "r584", "r595", "r596", "r597", "r612", "r613", "r614", "r615", "r616", "r617", "r653", "r654", "r655", "r715", "r716", "r717", "r718", "r719", "r720", "r721", "r722", "r723", "r724", "r725", "r726", "r731"] }, "us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NewAccountingPronouncementsPolicyPolicyTextBlock", "presentation": ["http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Recent Accounting Pronouncements", "label": "New Accounting Pronouncements, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact." } } }, "auth_ref": [] }, "ecd_NonGaapMeasureDescriptionTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonGaapMeasureDescriptionTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Non-GAAP Measure Description", "label": "Non-GAAP Measure Description [Text Block]" } } }, "auth_ref": ["r969"] }, "ecd_NonNeosMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonNeosMember", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Non-NEOs", "label": "Non-NEOs [Member]" } } }, "auth_ref": ["r933", "r943", "r953", "r977", "r985"] }, "ecd_NonPeoNeoAvgCompActuallyPaidAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoAvgCompActuallyPaidAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Non-PEO NEO Average Compensation Actually Paid Amount", "label": "Non-PEO NEO Average Compensation Actually Paid Amount" } } }, "auth_ref": ["r960"] }, "ecd_NonPeoNeoAvgTotalCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoAvgTotalCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Non-PEO NEO Average Total Compensation Amount", "label": "Non-PEO NEO Average Total Compensation Amount" } } }, "auth_ref": ["r959"] }, "ecd_NonPeoNeoMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Non-PEO NEO", "label": "Non-PEO NEO [Member]" } } }, "auth_ref": ["r977"] }, "ecd_NonRule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Non-Rule 10b5-1 Arrangement Adopted", "label": "Non-Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": ["r996"] }, "ecd_NonRule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrTrmntdFlag", "presentation": [

"http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Non-Rule 10b5-1 Arrangement Terminated", "label": "Non-Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": ["r996"] }, "us-gaap_NonUsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NonUsMember", "presentation": ["http://www.cloudflare.com/role/SegmentandGeographicInformationPropertyandEquipmentNetbyGeographicAreaDetails"], "lang": { "en-us": { "role": { "terseLabel": "Rest of the world", "label": "Non-US [Member]", "documentation": "Countries excluding the United States of America (US)." } } }, "auth_ref": ["r1191", "r1192", "r1193", "r1194"] }, "us-gaap_NonoperatingIncomeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NonoperatingIncomeExpense", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "totalLabel": "Total non-operating income (expense), net", "label": "Nonoperating Income (Expense)", "documentation": "The aggregate amount of income or expense from ancillary business-related activities (that is to say, excluding major activities considered part of the normal operations of the business)." } } }, "auth_ref": ["r106"] }, "us-gaap_NonoperatingIncomeExpenseAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NonoperatingIncomeExpenseAbstract", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "terseLabel": "Non-operating income (expense):", "label": "Nonoperating Income (Expense) [Abstract]" } } }, "auth_ref": [] }, "us-gaap_NumberOfOperatingSegments": { "xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NumberOfOperatingSegments", "presentation": ["http://www.cloudflare.com/role/SegmentandGeographicInformationNarrativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number of operating segments", "label": "Number of Operating Segments", "documentation": "Number of operating segments. An operating segment is a component of an enterprise: (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same enterprise), (b) whose operating results are regularly reviewed by the enterprise's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. An operating segment may engage in business activities for which it has yet to earn revenues, for example, start-up operations may be operating segments before earning revenues." } } }, "auth_ref": ["r856", "r1045"] }, "cloud_NumberOfSeparateTranches": { "xbrltype": "integerItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "NumberOfSeparateTranches", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number of separate tranches", "label": "Number Of Separate Tranches", "documentation": "Number Of Separate Tranches" } } }, "auth_ref": [] }, "us-gaap_OfficeEquipmentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OfficeEquipmentMember", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Office and computer equipment", "label": "Office Equipment [Member]", "documentation": "Tangible personal property used in an office setting. Examples include, but are not limited to, computers, copiers and fax machine." } } }, "auth_ref": [] }, "us-gaap_OperatingExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpenses", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "totalLabel": "Total operating expenses", "label": "Operating Expenses", "documentation": "Generally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense." } } }, "auth_ref": [] }, "us-gaap_OperatingExpensesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpensesAbstract", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "terseLabel": "Operating expenses:", "label": "Operating Expenses [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingIncomeLoss", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "totalLabel": "Loss from operations", "label": "Operating Income (Loss)", "documentation": "The net result for the period of deducting operating expenses from operating revenues." } } }, "auth_ref": ["r146", "r851", "r1044", "r1046", "r1047", "r1048", "r1049"] }, "us-gaap_OperatingLeaseCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseCost", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/LeasesLeaseCostsDetails": { "parentTag": "us-gaap_LeaseCost", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/LeasesLeaseCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease cost", "label": "Operating Lease, Cost", "documentation": "Amount of single lease cost, calculated by allocation of remaining cost of lease over remaining lease term. Includes, but is not limited to, single lease cost, after impairment of right-of-use asset, calculated by amortization of remaining right-of-use asset and accretion of lease liability." } } }, "auth_ref": ["r604", "r898"] }, "cloud_OperatingLeaseCostNoncash": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "OperatingLeaseCostNoncash", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "verboseLabel": "Non-cash operating lease costs", "label": "Operating Lease Cost, Noncash", "documentation": "Operating Lease Cost, Noncash" } } }, "auth_ref": [] }, "us-gaap_OperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiability", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/LeasesLeaseLiabilityMaturitiesDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Total operating lease liabilities", "label": "Operating Lease, Liability", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease." } } }, "auth_ref": ["r601"] }, "us-gaap_OperatingLeaseLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityCurrent", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease liabilities", "label": "Operating Lease, Liability, Current", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease, classified as current." } } }, "auth_ref": ["r601"] }, "us-gaap_OperatingLeaseLiabilityNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityNoncurrent", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease liabilities, noncurrent", "label": "Operating Lease, Liability, Noncurrent", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent." } } }, "auth_ref": ["r601"] }, "us-gaap_OperatingLeaseRightOfUseAsset": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseRightOfUseAsset", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease right-of-use assets", "label": "Operating Lease, Right-of-Use Asset", "documentation": "Amount of lessee's right to use underlying asset under operating lease." } } }, "auth_ref": ["r600"] }, "us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseWeightedAverageDiscountRatePercent", "presentation": ["http://www.cloudflare.com/role/LeasesNarrativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease, weighted average discount rate, percent", "label": "Operating Lease, Weighted Average Discount Rate, Percent", "documentation": "Weighted average discount rate for operating lease calculated at point in time." } } }, "auth_ref": ["r607", "r898"] }, "us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseWeightedAverageRemainingLeaseTerm1", "presentation": ["http://www.cloudflare.com/role/LeasesNarrativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Weighted average remaining lease term", "label": "Operating Lease, Weighted Average Remaining Lease Term", "documentation": "Weighted average remaining lease term for operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r606", "r898"] }, "us-gaap_OperatingLeasesOfLessorDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeasesOfLessorDisclosureTextBlock", "presentation": ["http://www.cloudflare.com/role/Leases"], "lang": { "en-us": { "role": { "terseLabel": "Leases", "label": "Lessor, Operating Leases [Text Block]", "documentation": "The entire disclosure for lessor's operating leases." } } }, "auth_ref": ["r611"] }, "us-gaap_OptionIndexedToIssuersEquityStrikePrice1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OptionIndexedToIssuersEquityStrikePrice1", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Strike price (in dollars per share)", "label": "Option Indexed to Issuer's Equity, Strike Price", "documentation": "Exercise or strike price stated in the contract for options indexed to the issuer's equity shares." } } }, "auth_ref": ["r12", "r14"] }, "us-

```
gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract", "lang": { "en-us": { "role": { "label": "Organization, Consolidation and Presentation of Financial Statements [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock", "presentation": [ "http://www.cloudflare.com/role/OrganizationandBasisofPresentation" ], "lang": { "en-us": { "role": { "terseLabel": "Organization and Basis of Presentation", "label": "Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block]", "documentation": "The entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure." } } }, "auth_ref": [ "r80", "r133", "r729", "r730" ] }, "us-gaap_OtherAssetsNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherAssetsNoncurrent", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 8.0 } }, "presentation": [ "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS" ], "lang": { "en-us": { "role": { "terseLabel": "Other noncurrent assets", "label": "Other Assets, Noncurrent", "documentation": "Amount of noncurrent assets classified as other." } } }, "auth_ref": [ "r174" ] }, "us-gaap_OtherComprehensiveIncomeDerivativesQualifyingAsHedgesNetOfTaxPeriodIncreaseDecreaseAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeDerivativesQualifyingAsHedgesNetOfTaxPeriodIncreaseDecreaseAbstract", "presentation": [ "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS" ], "lang": { "en-us": { "role": { "terseLabel": "Cash flow hedges:", "label": "Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OtherComprehensiveIncomeLossAvailableForSaleSecuritiesAdjustmentNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossAvailableForSaleSecuritiesAdjustmentNetOfTax", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS": { "parentTag": "us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS" ], "lang": { "en-us": { "role": { "terseLabel": "Change in unrealized gain (loss) on investments", "label": "OCI, Debt Securities, Available-for-Sale, Gain (Loss), after Adjustment and Tax", "documentation": "Amount, after tax and adjustment, of unrealized gain (loss) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale) and unrealized gain (loss) on investment in debt security measured at amortized cost (held-to-maturity) from transfer to available-for-sale." } } }, "auth_ref": [ "r183", "r184", "r185", "r705" ] }, "us-gaap_OtherComprehensiveIncomeLossCashFlowHedgeGainLossAfterReclassificationAndTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossCashFlowHedgeGainLossAfterReclassificationAndTax", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS": { "parentTag": "us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS" ], "lang": { "en-us": { "role": { "totalLabel": "Net changes on cash flow hedges", "label": "Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax", "documentation": "Amount, after tax and reclassification, of gain (loss) from derivative instrument designated and qualifying as cash flow hedge included in assessment of hedge effectiveness." } } }, "auth_ref": [ "r182", "r185", "r705" ] }, "us-gaap_OtherComprehensiveIncomeLossCashFlowHedgeGainLossBeforeReclassificationAfterTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossCashFlowHedgeGainLossBeforeReclassificationAfterTax", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS": { "parentTag": "us-gaap_OtherComprehensiveIncomeLossCashFlowHedgeGainLossAfterReclassificationAndTax", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS" ], "lang": { "en-us": { "role": { "terseLabel": "Change in unrealized gain (loss) on cash flow hedges", "label": "Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), before Reclassification, after Tax", "documentation": "Amount, after tax and before reclassification, of gain (loss) from derivative instrument designated and qualifying as cash flow hedge included in assessment of hedge effectiveness." } } }, "auth_ref": [ "r182", "r185" ] }, "us-gaap_OtherComprehensiveIncomeLossCashFlowHedgeGainLossReclassificationAfterTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossCashFlowHedgeGainLossReclassificationAfterTax", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS": { "parentTag": "us-gaap_OtherComprehensiveIncomeLossCashFlowHedgeGainLossAfterReclassificationAndTax", "weight": -1.0, "order": 1.0 } }, "presentation": [ "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Reclassification of gain (loss) included in net loss", "label": "Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), Reclassification, after Tax", "documentation": "Amount, after tax, of reclassification of gain (loss) from accumulated other comprehensive income (AOCI) for derivative instrument designated and qualifying as cash flow hedge included in assessment of hedge effectiveness." } } }, "auth_ref": [ "r185", "r186" ] }, "us-gaap_OtherComprehensiveIncomeLossNetOfTaxPeriodIncreaseDecreaseAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossNetOfTaxPeriodIncreaseDecreaseAbstract", "presentation": [ "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS" ], "lang": { "en-us": { "role": { "terseLabel": "Other comprehensive income (loss), net of tax:", "label": "Other Comprehensive Income (Loss), Net of Tax [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS": { "parentTag": "us-gaap_ComprehensiveIncomeNetOfTax", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS", "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY" ], "lang": { "en-us": { "role": { "totalLabel": "Other comprehensive income (loss), net of tax", "terseLabel": "Other comprehensive (loss) income", "label": "Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent", "documentation": "Amount after tax of other comprehensive income (loss) attributable to parent entity." } } }, "auth_ref": [ "r5", "r10", "r134", "r188", "r191", "r225" ] }, "cloud_OtherGeographicalRegionsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "OtherGeographicalRegionsMember", "presentation": [ "http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Other", "label": "Other Geographical Regions [Member]", "documentation": "Other Geographical Regions" } } }, "auth_ref": [] }, "cloud_OtherKeyEmployeesMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "OtherKeyEmployeesMember", "presentation": [ "http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Other Key Employees", "label": "Other Key Employees [Member]", "documentation": "Other Key Employees" } } }, "auth_ref": [] }, "us-gaap_OtherLiabilitiesNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherLiabilitiesNoncurrent", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 5.0 } }, "presentation": [ "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS" ], "lang": { "en-us": { "role": { "terseLabel": "Other noncurrent liabilities", "label": "Other Liabilities, Noncurrent", "documentation": "Amount of liabilities classified as other, due after one year or the normal operating cycle, if longer." } } }, "auth_ref": [ "r90" ] }, "us-gaap_OtherNonoperatingIncomeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherNonoperatingIncomeExpense", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_NonoperatingIncomeExpense", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS" ], "lang": { "en-us": { "role": { "terseLabel": "Other income (expense), net", "label": "Other Nonoperating Income (Expense)", "documentation": "Amount of income (expense) related to nonoperating activities, classified as other." } } }, "auth_ref": [ "r108" ] }, "us-gaap_OtherOperatingActivitiesCashFlowStatement": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherOperatingActivitiesCashFlowStatement", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 9.0 } }, "presentation": [ "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS" ], "lang": { "en-us": { "role": { "verboseLabel": "Other", "label": "Other Operating Activities, Cash Flow Statement", "documentation": "Other cash or noncash adjustments to reconcile net income to cash provided by (used in) operating activities that are not separately disclosed in the statement of cash flows (for example, cash received or cash paid during the current period for miscellaneous operating activities, net change during the reporting period in other assets or other liabilities)." } } }, "auth_ref": [] }, "ecd_OtherPerfMeasureAmt": { "xbrltype": "decimalItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OtherPerfMeasureAmt", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Other Performance Measure, Amount", "label": "Other Performance Measure, Amount" } } }, "auth_ref": [ "r969" ] }, "cloud_OtherPerformanceAwardsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "OtherPerformanceAwardsMember", "presentation": [ "http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Other Performance Awards", "label": "Other Performance Awards [Member]", "documentation": "Other Performance Awards" } } }, "auth_ref": [] }, "ecd_OutstandingAggtErrCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OutstandingAggtErrCompAmt", "presentation": [ "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure" ], "lang": { "en-us": { "role": { "terseLabel": "Outstanding Aggregate Erroneous Compensation
```

Amount", "label": "Outstanding Aggregate Erroneous Compensation Amount" } } }, "auth_ref": ["r931", "r941", "r951", "r983"] }, "ecd_OutstandingRecoveryCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OutstandingRecoveryCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Compensation Amount", "label": "Outstanding Recovery Compensation Amount" } } }, "auth_ref": ["r934", "r944", "r954", "r986"] }, "ecd_OutstandingRecoveryIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "OutstandingRecoveryIndName", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Name", "label": "Outstanding Recovery, Individual Name" } } }, "auth_ref": ["r934", "r944", "r954", "r986"] }, "ecd_PayVsPerformanceDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PayVsPerformanceDisclosureLineItems", "lang": { "en-us": { "role": { "label": "Pay vs Performance Disclosure [Line Items]" } } }, "auth_ref": ["r958"] }, "cloud_PaymentOfIndemnityHoldback": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "PaymentOfIndemnityHoldback", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Payment of indemnity holdback", "label": "Payment Of Indemnity Holdback", "documentation": "Payment Of Indemnity Holdback" } } }, "auth_ref": [] }, "us-gaap_PaymentsForProceedsFromOtherInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsForProceedsFromOtherInvestingActivities", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedLabel": "Other investing activities", "label": "Payments for (Proceeds from) Other Investing Activities", "documentation": "Amount of cash (inflow) outflow from investing activities classified as other." } } }, "auth_ref": ["r1008", "r1030"] }, "us-gaap_PaymentsForRepurchaseOfCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsForRepurchaseOfCommonStock", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 8.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Repurchases of unvested common stock", "label": "Payments for Repurchase of Common Stock", "documentation": "The cash outflow to reacquire common stock during the period." } } }, "auth_ref": ["r110"] }, "cloud_PaymentsForRepurchasesAndConversionsOfConvertibleNotes": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "PaymentsForRepurchasesAndConversionsOfConvertibleNotes", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 7.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Repayments of convertible senior notes", "label": "Payments For Repurchases And Conversions Of Convertible Notes", "documentation": "Payments For Repurchases And Conversions Of Convertible Notes" } } }, "auth_ref": [] }, "us-gaap_PaymentsOfFinancingCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsOfFinancingCosts", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Cash paid for issuance costs on revolving credit facility", "label": "Payments of Financing Costs", "documentation": "The cash outflow for loan and debt issuance costs." } } }, "auth_ref": ["r24"] }, "us-gaap_PaymentsRelatedToTaxWithholdingForShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsRelatedToTaxWithholdingForShareBasedCompensation", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 5.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Payment of tax withholding obligation on RSU settlement", "label": "Payment, Tax Withholding, Share-Based Payment Arrangement", "documentation": "Amount of cash outflow to satisfy grantee's tax withholding obligation for award under share-based payment arrangement." } } }, "auth_ref": ["r200"] }, "us-gaap_PaymentsToAcquireAvailableForSaleSecuritiesDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsToAcquireAvailableForSaleSecuritiesDebt", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 5.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedLabel": "Purchases of available-for-sale securities", "label": "Payments to Acquire Debt Securities, Available-for-Sale", "documentation": "Amount of cash outflow to acquire investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": ["r21", "r198", "r277"] }, "cloud_PaymentsToAcquireBusinessAndAssetsNetOfCashAcquired": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "PaymentsToAcquireBusinessAndAssetsNetOfCashAcquired", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 3.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Asset acquisitions and business combinations, net of cash acquired", "label": "Payments To Acquire Business And Assets, Net Of Cash Acquired", "documentation": "Payments To Acquire Business And Assets, Net Of Cash Acquired" } } }, "auth_ref": [] }, "us-gaap_PaymentsToAcquireBusinessesNetOfCashAcquired": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsToAcquireBusinessesNetOfCashAcquired", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/BusinessCombinationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash paid for acquisitions", "label": "Payments to Acquire Businesses, Net of Cash Acquired", "documentation": "The cash outflow associated with the acquisition of a business, net of the cash acquired from the purchase." } } }, "auth_ref": ["r22"] }, "us-gaap_PaymentsToAcquireIntangibleAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsToAcquireIntangibleAssets", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 7.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedLabel": "Capitalized internal-use software", "label": "Payments to Acquire Intangible Assets", "documentation": "The cash outflow to acquire asset without physical form usually arising from contractual or other legal rights, excluding goodwill." } } }, "auth_ref": ["r109"] }, "us-gaap_PaymentsToAcquirePropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsToAcquirePropertyPlantAndEquipment", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedLabel": "Purchases of property and equipment", "label": "Payments to Acquire Property, Plant, and Equipment", "documentation": "The cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets." } } }, "auth_ref": ["r109"] }, "ecd_PeerGroupIssuersFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeerGroupIssuersFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Peer Group Issuers, Footnote", "label": "Peer Group Issuers, Footnote [Text Block]" } } }, "auth_ref": ["r968"] }, "ecd_PeerGroupTotalShareholderRtnAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeerGroupTotalShareholderRtnAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Peer Group Total Shareholder Return Amount", "label": "Peer Group Total Shareholder Return Amount" } } }, "auth_ref": ["r968"] }, "ecd_PeoActuallyPaidCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoActuallyPaidCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "PEO Actually Paid Compensation Amount", "label": "PEO Actually Paid Compensation Amount" } } }, "auth_ref": ["r960"] }, "ecd_PeoMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "PEO", "label": "PEO [Member]" } } }, "auth_ref": ["r977"] }, "ecd_PeoName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "PEO Name", "label": "PEO Name" } } }, "auth_ref": ["r970"] }, "ecd_PeoTotalCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PeoTotalCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "PEO Total Compensation Amount", "label": "PEO Total Compensation Amount" } } }, "auth_ref": ["r959"] }, "us-gaap_PlanNameAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PlanNameAxis", "presentation": ["http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails", "http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Plan Name [Axis]",

"label": "Plan Name [Axis]", "documentation": "Information by plan name for share-based payment arrangement." } } }, "auth_ref": ["r1088", "r1089", "r1090", "r1091", "r1092", "r1093", "r1094", "r1095", "r1096", "r1097", "r1098", "r1099", "r1100", "r1101", "r1102", "r1103", "r1104", "r1105", "r1106", "r1107", "r1108", "r1109", "r1110", "r1111", "r1112", "r1113"] }, "us-gaap_PlanNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PlanNameDomain", "presentation": ["http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails", "http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Plan Name [Domain]", "label": "Plan Name [Domain]", "documentation": "Plan name for share-based payment arrangement." } } }, "auth_ref": ["r1088", "r1089", "r1090", "r1091", "r1092", "r1093", "r1094", "r1095", "r1096", "r1097", "r1098", "r1099", "r1100", "r1101", "r1102", "r1103", "r1104", "r1105", "r1106", "r1107", "r1108", "r1109", "r1110", "r1111", "r1112", "r1113"] }, "ecd_PnsnAdjsPrrSvcCstMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PnsnAdjsPrrSvcCstMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pension Adjustments Prior Service Cost", "label": "Pension Adjustments Prior Service Cost [Member]" } } }, "auth_ref": ["r961"] }, "ecd_PnsnAdjsSvcCstMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PnsnAdjsSvcCstMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pension Adjustments Service Cost", "label": "Pension Adjustments Service Cost [Member]" } } }, "auth_ref": ["r1005"] }, "ecd_PnsnBnftsAdjFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PnsnBnftsAdjFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pension Benefits Adjustments, Footnote", "label": "Pension Benefits Adjustments, Footnote [Text Block]" } } }, "auth_ref": ["r960"] }, "us-gaap_PositionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PositionAxis", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Position [Axis]", "label": "Position [Axis]", "documentation": "Information by position taken for a security." } } }, "auth_ref": [] }, "us-gaap_PositionDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PositionDomain", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Position [Domain]", "label": "Position [Domain]", "documentation": "Indicates position taken for a security." } } }, "auth_ref": [] }, "us-gaap_PrepaidExpenseAndOtherAssetsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrepaidExpenseAndOtherAssetsCurrent", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Prepaid expenses and other current assets", "label": "Prepaid Expense and Other Assets, Current", "documentation": "Amount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r1023"] }, "us-gaap_ProceedsFromConvertibleDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromConvertibleDebt", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails", "http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from convertible debt", "label": "Proceeds from Convertible Debt", "documentation": "The cash inflow from the issuance of a long-term debt instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder." } } }, "auth_ref": ["r23"] }, "us-gaap_ProceedsFromIssuanceOfCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromIssuanceOfCommonStock", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from the issuance of common stock for employee stock purchase plan", "label": "Proceeds from Issuance of Common Stock", "documentation": "The cash inflow from the additional capital contribution to the entity." } } }, "auth_ref": ["r4"] }, "us-gaap_ProceedsFromMaturitiesPrepaymentsAndCallsOfAvailableForSaleSecurities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromMaturitiesPrepaymentsAndCallsOfAvailableForSaleSecurities", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Maturities of available-for-sale securities", "label": "Proceeds from Maturities, Prepayments and Calls of Debt Securities, Available-for-Sale", "documentation": "Amount of cash inflow from maturity, prepayment and call of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": ["r198", "r199", "r1053"] }, "us-gaap_ProceedsFromSaleOfAvailableForSaleSecuritiesDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromSaleOfAvailableForSaleSecuritiesDebt", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInInvestingActivities", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Sales of available-for-sale securities", "label": "Proceeds from Sale of Debt Securities, Available-for-Sale", "documentation": "Amount of cash inflow from sale of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale)." } } }, "auth_ref": ["r19", "r198", "r277", "r309"] }, "us-gaap_ProceedsFromStockOptionsExercised": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProceedsFromStockOptionsExercised", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from the exercise of stock options", "label": "Proceeds from Stock Options Exercised", "documentation": "Amount of cash inflow from exercise of option under share-based payment arrangement." } } }, "auth_ref": ["r4", "r13"] }, "cloud_ProceedsFromStockOptionsExercisedEarly": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "ProceedsFromStockOptionsExercisedEarly", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Proceeds from the early exercise of stock options", "label": "Proceeds From Stock Options Exercised Early", "documentation": "Proceeds From Stock Options Exercised Early" } } }, "auth_ref": [] }, "us-gaap_PropertyPlantAndEquipmentByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentByTypeAxis", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails", "http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment, Type [Axis]", "label": "Long-Lived Tangible Asset [Axis]", "documentation": "Information by type of long-lived, physical assets used to produce goods and services and not intended for resale." } } }, "auth_ref": ["r8", "r609"] }, "us-gaap_PropertyPlantAndEquipmentGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentGross", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Gross property and equipment", "label": "Property, Plant and Equipment, Gross", "documentation": "Amount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r118", "r170", "r702"] }, "us-gaap_PropertyPlantAndEquipmentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentLineItems", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment [Line Items]", "label": "Property, Plant and Equipment [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r609"] }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentNet", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 2.0 }, "http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails", "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "http://www.cloudflare.com/role/SegmentandGeographicInformationPropertyandEquipmentNetbyGeographicAreaDetails"], "lang": { "en-us": { "role": { "terseLabel": "Property and equipment, net", "totalLabel": "Total property and equipment, net", "label": "Property, Plant and Equipment, Net", "documentation": "Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of

business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r8", "r609", "r693", "r702", "r899"] }, "us-gaap_PropertyPlantAndEquipmentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTextBlock", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Property and Equipment, Net", "label": "Property, Plant and Equipment [Table Text Block]", "documentation": "Tabular disclosure of physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": ["r8"] }, "us-gaap_PropertyPlantAndEquipmentTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTypeDomain", "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails",
"http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment, Type [Domain]", "label": "Long-Lived Tangible Asset [Domain]", "documentation": "Listing of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale. Examples include land, buildings, machinery and equipment, and other types of furniture and equipment including, but not limited to, office equipment, furniture and fixtures, and computer equipment and software." } } }, "auth_ref": ["r118", "r609"] }, "us-gaap_PropertyPlantAndEquipmentUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentUsefulLife", "presentation": [
"http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Useful life", "label": "Property, Plant and Equipment, Useful Life", "documentation": "Useful life of long lived, physical assets used in the normal conduct of business and not intended for resale, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Examples include, but not limited to, land, buildings, machinery and equipment, office equipment, furniture and fixtures, and computer equipment." } } }, "auth_ref": [] }, "us-gaap_ProvisionForDoubtfulAccounts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProvisionForDoubtfulAccounts", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 2.0 } }, "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Provision for bad debt", "label": "Accounts Receivable, Credit Loss Expense (Reversal)", "documentation": "Amount of expense (reversal of expense) for expected credit loss on accounts receivable." } } }, "auth_ref": ["r197", "r324"] }, "cloud_ProvisionForDoubtfulAccountsExcludingPayAsYouGoCustomers": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "ProvisionForDoubtfulAccountsExcludingPayAsYouGoCustomers", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsAccountsReceivableNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Provision for bad debt expense", "label": "Provision For Doubtful Accounts, Excluding Pay As You Go Customers", "documentation": "Provision For Doubtful Accounts, Excluding Pay As You Go Customers" } } }, "auth_ref": [] }, "ecd_PvpTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTable", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure", "label": "Pay vs Performance Disclosure [Table]" } } }, "auth_ref": ["r958"] }, "ecd_PvpTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure, Table", "label": "Pay vs Performance [Table Text Block]" } } }, "auth_ref": ["r958"] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Statistical Measurement [Axis]", "label": "Statistical Measurement [Axis]" } } }, "auth_ref": ["r368", "r369", "r370", "r371", "r447", "r454", "r482", "r483", "r484", "r493", "r568", "r624", "r633", "r649", "r711", "r713", "r727", "r755", "r756", "r809", "r811", "r813", "r814", "r820", "r840", "r841", "r860", "r869", "r882", "r890", "r891", "r895", "r896", "r909", "r913", "r1079", "r1085", "r1121", "r1145", "r1146", "r1147", "r1148", "r1149"] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Statistical Measurement [Domain]", "label": "Statistical Measurement [Domain]" } } }, "auth_ref": ["r368", "r369", "r370", "r371", "r447", "r454", "r482", "r483", "r484", "r493", "r568", "r624", "r633", "r649", "r711", "r713", "r727", "r755", "r756", "r809", "r811", "r813", "r814", "r820", "r840", "r841", "r860", "r869", "r882", "r890", "r891", "r895", "r896", "r909", "r913", "r1079", "r1085", "r1121", "r1145", "r1146", "r1147", "r1148", "r1149"] }, "ecd_RecoveryOfErrCompDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RecoveryOfErrCompDisclosureLineItems", "lang": { "en-us": { "role": { "label": "Recovery of Erroneously Awarded Compensation Disclosure [Line Items]" } } }, "auth_ref": ["r926", "r936", "r946", "r978"] }, "us-gaap_RemediationPropertyForSaleAbandonmentOrDisposalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RemediationPropertyForSaleAbandonmentOrDisposalMember", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Asset retirement obligation", "label": "Remediation Property for Sale, Abandonment or Disposal [Member]", "documentation": "Land and facilities subject to environmental issues for which a plan is in place to sell, abandon, or otherwise dispose of the property." } } }, "auth_ref": [] }, "us-gaap_RepaymentsOfConvertibleDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfConvertibleDebt", "crdr": "credit", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Repayments of convertible debt", "label": "Repayments of Convertible Debt", "documentation": "The cash outflow from the repayment of a long-term debt instrument which can be exchanged for a specified amount of another security, typically the entity's common stock, at the option of the issuer or the holder." } } }, "auth_ref": ["r111"] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpense", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "terseLabel": "Research and development", "label": "Research and Development Expense", "documentation": "Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r494", "r842", "r855", "r1150"] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": [
"http://www.cloudflare.com/role/StockbasedCompensationStockbasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Research and development", "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts about research and development expense have been included." } } }, "auth_ref": [] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDateAxis", "presentation": [
"http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date:", "label": "Restatement Determination Date [Axis]" } } }, "auth_ref": ["r927", "r937", "r947", "r979"] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": [
"http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date", "label": "Restatement Determination Date" } } }, "auth_ref": ["r928", "r938", "r948", "r980"] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement does not require Recovery", "label": "Restatement Does Not Require Recovery [Text Block]" } } }, "auth_ref": ["r935", "r945", "r955", "r987"] }, "us-gaap_RestrictedCash": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCash", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted cash", "label": "Restricted Cash", "documentation": "Amount of cash restricted as to withdrawal or usage. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r1021", "r1033", "r1151", "r1155"] }, "us-gaap_RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
"http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalents [Domain]", "label": "Cash and Cash Equivalents [Domain]", "documentation": "Type of cash and cash equivalent. Cash is currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r169"] }, "us-gaap_RestrictedCashCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashCurrent", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 5.0 } }, "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Restricted cash short-term", "label": "Restricted Cash, Current", "documentation": "Amount of cash restricted as to withdrawal or usage, classified as current. Cash

includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r1021", "r1033"] }, "cloud_RestrictedCashMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "RestrictedCashMember", "presentation": ["http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby], "lang": { "en-us": { "role": { "terseLabel": "Restricted Cash (Current and Non-Current)", "label": "Restricted Cash [Member]", "documentation": "Restricted Cash" } } }, "auth_ref": [] }, "us-gaap_RestrictedCashNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashNoncurrent", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Restricted cash", "label": "Restricted Cash, Noncurrent", "documentation": "Amount of cash restricted as to withdrawal or usage, classified as noncurrent. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r149", "r1022", "r1033"] }, "cloud_RestrictedStockAwardAndRestrictedStockUnitRSUsAwardMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "RestrictedStockAwardAndRestrictedStockUnitRSUsAwardMember", "presentation": ["http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersPotentialSharesofCommonStockExcludedfromComputationofBa], "lang": { "en-us": { "role": { "verboseLabel": "Unvested restricted stock and RSUs", "label": "Restricted Stock Award And Restricted Stock Unit (RSUs) Award [Member]", "documentation": "Restricted Stock Award And Restricted Stock Unit (RSUs) Award" } } }, "auth_ref": [] }, "cloud_RestrictedStockUnitsAndPerformanceStockUnitsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "RestrictedStockUnitsAndPerformanceStockUnitsMember", "presentation": ["http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails", "http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Outstanding and unsettled RSUs and PSUs", "label": "Restricted Stock Units And Performance Stock Units [Member]", "documentation": "Restricted Stock Units And Performance Stock Units" } } }, "auth_ref": [] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated deficit", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r96", "r129", "r699", "r721", "r726", "r737", "r766", "r899"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated deficit", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r162", "r213", "r214", "r215", "r218", "r225", "r227", "r229", "r314", "r320", "r355", "r505", "r506", "r518", "r519", "r520", "r523", "r533", "r534", "r542", "r545", "r546", "r549", "r560", "r596", "r599", "r717", "r719", "r739", "r1189"] }, "us-gaap_RevenueFromContractWithCustomerAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerAbstract", "lang": { "en-us": { "role": { "label": "Revenue from Contract with Customer [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_GrossProfit", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS", "http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue", "label": "Revenue from Contract with Customer, Excluding Assessed Tax", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r144", "r145", "r244", "r253", "r254", "r261", "r265", "r268", "r270", "r272", "r442", "r443", "r651"] }, "us-gaap_RevenueFromContractWithCustomerMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerMember", "presentation": ["http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue", "label": "Revenue from Contract with Customer Benchmark [Member]", "documentation": "Revenue from satisfaction of performance obligation by transferring promised product and service to customer, when it serves as benchmark in concentration of risk calculation." } } }, "auth_ref": ["r272", "r1010"] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": ["http://www.cloudflare.com/role/Revenue"], "lang": { "en-us": { "role": { "terseLabel": "Revenue", "label": "Revenue from Contract with Customer [Text Block]", "documentation": "The entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts." } } }, "auth_ref": ["r158", "r434", "r435", "r436", "r437", "r438", "r439", "r440", "r441", "r446"] }, "us-gaap_RevenueRemainingPerformanceObligation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligation", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/RevenueRemainingPerformanceObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Remaining performance obligation, amount", "label": "Revenue, Remaining Performance Obligation, Amount", "documentation": "Amount of transaction price allocated to performance obligation that has not been recognized as revenue." } } }, "auth_ref": ["r154"] }, "us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionLineItems", "presentation": ["http://www.cloudflare.com/role/RevenueRemainingPerformanceObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]", "label": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionPeriod1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionPeriod1", "presentation": ["http://www.cloudflare.com/role/RevenueRemainingPerformanceObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Remaining performance obligation, expected timing of satisfaction", "label": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Period", "documentation": "Period in which remaining performance obligation is expected to be recognized as revenue, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r155"] }, "us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionStartDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionStartDateAxis", "presentation": ["http://www.cloudflare.com/role/RevenueRemainingPerformanceObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]", "label": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]", "documentation": "Start date of time band for expected timing of satisfaction of remaining performance obligation, in YYYY-MM-DD format." } } }, "auth_ref": ["r155"] }, "us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionTable", "presentation": ["http://www.cloudflare.com/role/RevenueRemainingPerformanceObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Table]", "label": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Table]", "documentation": "Disclosure of information about expected timing for satisfying remaining performance obligation." } } }, "auth_ref": [] }, "us-gaap_RevenueRemainingPerformanceObligationPercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligationPercentage", "presentation": ["http://www.cloudflare.com/role/RevenueRemainingPerformanceObligationsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Remaining performance obligation, percent", "label": "Revenue, Remaining Performance Obligation, Percentage", "documentation": "Percentage of remaining performance obligation to total remaining performance obligation not recognized as revenue." } } }, "auth_ref": ["r1009"] }, "us-gaap_RevolvingCreditFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevolvingCreditFacilityMember", "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revolving Credit Facility", "label": "Revolving Credit Facility [Member]", "documentation": "Arrangement in which loan proceeds can continuously be obtained following repayments, but the total amount borrowed cannot exceed a specified maximum amount." } } }, "auth_ref": [] }, "us-gaap_RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability", "crdr": "debit", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease right-of-use assets obtained in exchange for operating lease liabilities", "label": "Right-of-Use Asset Obtained in Exchange for Operating Lease Liability", "documentation": "Amount of increase in right-of-use asset obtained in exchange for operating lease liability." } } }, "auth_ref": ["r605", "r898"] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri":

"http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": [
"http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Adopted",
"label": "Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": ["r996"] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType",
"nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": [
"http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Terminated",
"label": "Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": ["r996"] }, "cloud_SalesChannelConcentrationRiskMember": { "xbrltype":
"domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "SalesChannelConcentrationRiskMember", "presentation": [
"http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Sales Channel
Concentration Risk", "label": "Sales Channel Concentration Risk [Member]", "documentation": "Sales Channel Concentration Risk" } } },
"auth_ref": [] }, "us-gaap_SalesChannelDirectlyToConsumerMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024",
"localname": "SalesChannelDirectlyToConsumerMember", "presentation": [
"http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Direct customers", "label":
"Sales Channel, Directly to Consumer [Member]", "documentation": "Contract with customer in which good or service is transferred directly to
consumer." } } }, "auth_ref": ["r876"] }, "us-gaap_SalesChannelThroughIntermediaryMember": { "xbrltype": "domainItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "SalesChannelThroughIntermediaryMember", "presentation": [
"http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Channel partners", "label":
"Sales Channel, Through Intermediary [Member]", "documentation": "Contract with customer in which good or service is transferred through
intermediary." } } }, "auth_ref": ["r876"] }, "cloud_ScenarioOneMember": { "xbrltype": "domainItemType", "nsuri":
"http://www.cloudflare.com/20240630", "localname": "ScenarioOneMember", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Last
Reported Stock Price At Lease 130% Of The Debt Conversion Price", "label": "Scenario One [Member]", "documentation": "Scenario One" } } },
"auth_ref": [] }, "cloud_ScenarioTwoMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname":
"ScenarioTwoMember", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails"], "lang": {
"en-us": { "role": { "terseLabel": "Principal Amount Less Than 98% of the Product", "label": "Scenario Two [Member]", "documentation": "Scenario
Two" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable": { "xbrltype":
"stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable", "presentation": [
"http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersPotentialSharesofCommonStockExcludedfromComputationofBa
], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table]",
"label": "Antidilutive Security, Excluded EPS Calculation [Table]", "documentation": "Disclosure of information about security that could
potentially dilute basic earnings per share (EPS) in future that was not included in calculation of diluted EPS." } } }, "auth_ref": ["r32"] }, "us-
gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
"http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock",
"presentation": ["http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersTables"], "lang": { "en-us": { "role": {
"terseLabel": "Schedule of Potential Shares of Common Stock Excluded from Computation of Basic and Diluted Net Loss per Share Attributable to
Common Stockholders", "label": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]",
"documentation": "Tabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially
dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS
amounts or decrease loss per share amounts for the period presented, by antidilutive securities." } } }, "auth_ref": ["r32"] }, "us-
gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ScheduleOfBusinessAcquisitionsByAcquisitionTable", "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsGoodwillDetails", "http://www.cloudflare.com/role/BusinessCombinationsDetails"],
"lang": { "en-us": { "role": { "terseLabel": "Schedule of Business Acquisitions, by Acquisition [Table]", "label": "Schedule of Business Acquisitions,
by Acquisition [Table]", "documentation": "Disclosure of information about business combination. Includes, but is not limited to, recognized asset
and liability." } } }, "auth_ref": ["r60", "r61", "r524"] }, "cloud_ScheduleOfCommonStockReservedForFutureIssuanceTableTextBlock": {
"xbrltype": "textBlockItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname":
"ScheduleOfCommonStockReservedForFutureIssuanceTableTextBlock", "presentation": ["http://www.cloudflare.com/role/CommonStockTables"],
"lang": { "en-us": { "role": { "terseLabel": "Schedule of Common Stock Reserved for Future Issuance", "label": "Schedule Of Common Stock,
Reserved For Future Issuance [Table Text Block]", "documentation": "Schedule Of Common Stock, Reserved For Future Issuance" } } }, "auth_ref":
[] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": [
"http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersTables"], "lang": { "en-us": { "role": { "terseLabel":
"Schedule of Computation of Basic and Diluted Net Loss per Share Attributable to Common Stockholders", "label": "Schedule of Earnings Per
Share, Basic and Diluted [Table Text Block]", "documentation": "Tabular disclosure of an entity's basic and diluted earnings per share calculations,
including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing
operations." } } }, "auth_ref": ["r1043"] }, "us-gaap_ScheduleOfEarningsPerShareBasicByCommonClassTable": { "xbrltype": "stringItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicByCommonClassTable", "presentation": [
"http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersComputationofBasicandDilutedEarningsperShareAttributableto
], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Earnings Per Share, Basic, by Common Class, Including Two Class Method [Table]",
"label": "Earnings Per Share, Basic, by Common Class, Including Two-Class Method [Table]", "documentation": "Disclosure of information about
basic earnings per share by class of stock. Includes, but is not limited to, two-class method." } } }, "auth_ref": ["r31", "r33", "r234", "r235", "r237"
] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable": { "xbrltype": "stringItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable", "presentation": [
"http://www.cloudflare.com/role/StockbasedCompensationStockbasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel":
"Share-based Payment Arrangement, Expensed and Capitalized, Amount [Table]", "label": "Share-Based Payment Arrangement, Expensed and
Capitalized, Amount [Table]", "documentation": "Disclosure of information about amount recognized for award under share-based payment
arrangement. Includes, but is not limited to, amount expensed in statement of income or comprehensive income, amount capitalized in statement
of financial position, and corresponding reporting line item in financial statements." } } }, "auth_ref": ["r56"] }, "us-
gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType",
"nsuri": "http://fasb.org/us-gaap/2024", "localname":
"ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "presentation": [
"http://www.cloudflare.com/role/StockbasedCompensationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Stock-based
Compensation Expense", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]", "documentation":
"Tabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or
comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement." } } },
"auth_ref": ["r56"] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTable", "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails"], "lang": { "en-us": { "role": { "terseLabel":
"Schedule of Finite-Lived Intangible Assets [Table]", "label": "Intangible Asset, Finite-Lived [Table]", "documentation": "Disclosure of information
about finite-lived intangible asset. Excludes indefinite-lived intangible asset." } } }, "auth_ref": ["r341", "r348", "r351", "r352", "r353", "r652",
"r842", "r863"] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock", "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Acquired Intangible
Assets, Net", "label": "Schedule of Finite-Lived Intangible Assets [Table Text Block]", "documentation": "Tabular disclosure of assets, excluding
financial assets and goodwill, lacking physical substance with a finite life, by either major class or business segment." } } }, "auth_ref": ["r863",
"r1069"] }, "cloud_ScheduleOfInterestExpenseDebtInstrumentsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri":
"http://www.cloudflare.com/20240630", "localname": "ScheduleOfInterestExpenseDebtInstrumentsTableTextBlock", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangementsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Interest Expense",
"label": "Schedule Of Interest Expense, Debt Instruments [Table Text Block]", "documentation": "Schedule Of Interest Expense, Debt Instruments"
} } }, "auth_ref": [] }, "us-gaap_ScheduleOfPropertyPlantAndEquipmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "ScheduleOfPropertyPlantAndEquipmentTable", "presentation": [
"http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails"], "lang": { "en-us": { "role": { "terseLabel":
"Property, Plant and Equipment [Table]", "label": "Property, Plant and Equipment [Table]", "documentation": "Disclosure of information about
physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets,
depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": ["r8",
"r609"] }, "us-gaap_ScheduleOfSegmentReportingInformationBySegmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-
gaap/2024", "localname": "ScheduleOfSegmentReportingInformationBySegmentTable", "presentation": [
"http://www.cloudflare.com/role/SegmentandGeographicInformationPropertyandEquipmentNetbyGeographicAreaDetails"], "lang": { "en-us": {

"role": { "terseLabel": "Schedule of Segment Reporting Information, by Segment [Table]", "label": "Schedule of Segment Reporting Information, by Segment [Table]", "documentation": "Disclosure of information about profit (loss) and total assets by reportable segment." } } }, "auth_ref": ["r41", "r42", "r43"] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table]", "label": "Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": ["r456", "r458", "r460", "r461", "r462", "r463", "r464", "r465", "r466", "r467", "r468", "r469", "r470", "r471", "r472", "r473", "r474", "r475", "r476", "r477", "r478", "r479", "r480", "r481", "r482", "r483", "r484", "r485"] }, "us-gaap_ScheduleOfStockByClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockByClassTable", "presentation": ["http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails", "http://www.cloudflare.com/role/CommonStockNarrativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Stock by Class [Table]", "label": "Stock, Class of Stock [Table]", "documentation": "Disclosure of information about stock by class. Includes, but is not limited to, common, convertible, and preferred stocks." } } }, "auth_ref": ["r49", "r50", "r51", "r52", "r53", "r54", "r124", "r126", "r128", "r129", "r176", "r177", "r178", "r246", "r415", "r416", "r417", "r419", "r422", "r427", "r429", "r733", "r734", "r735", "r736", "r869", "r1007", "r1034"] }, "us-gaap_ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Estimated Future Amortization Expense of Acquired Intangible Assets", "label": "Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block]", "documentation": "Tabular disclosure of the amount of amortization expense expected to be recorded in succeeding fiscal years for finite-lived intangible assets." } } }, "auth_ref": ["r863", "r1071"] }, "us-gaap_SecuredOvernightFinancingRateSofrMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SecuredOvernightFinancingRateSofrMember", "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Secured Overnight Financing Rate (SOFR)", "label": "Secured Overnight Financing Rate (SOFR) [Member]", "documentation": "Interest rate at which bank can borrow U.S. dollar overnight while posting U.S. Treasury bond as collateral." } } }, "auth_ref": ["r1115"] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Title of 12(b) Security", "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r921"] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Security Exchange Name", "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": ["r923"] }, "srt_SegmentGeographicalDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "SegmentGeographicalDomain", "presentation": ["http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails", "http://www.cloudflare.com/role/SegmentandGeographicInformationPropertyandEquipmentNetbyGeographicAreaDetails"], "lang": { "en-us": { "role": { "terseLabel": "Geographical [Domain]", "label": "Geographical [Domain]" } } }, "auth_ref": ["r270", "r271", "r657", "r658", "r659", "r660", "r661", "r662", "r663", "r664", "r665", "r666", "r667", "r668", "r669", "r670", "r671", "r672", "r673", "r674", "r675", "r676", "r677", "r678", "r679", "r680", "r681", "r682", "r683", "r684", "r685", "r686", "r751", "r752", "r753", "r810", "r812", "r815", "r821", "r828", "r831", "r832", "r833", "r834", "r835", "r836", "r837", "r838", "r839", "r843", "r871", "r901", "r902", "r903", "r904", "r905", "r906", "r907", "r908", "r910", "r913", "r1086", "r1156", "r1160", "r1161", "r1162", "r1163", "r1164", "r1165", "r1166", "r1167", "r1168", "r1169", "r1170", "r1171", "r1172", "r1173", "r1174", "r1175", "r1176", "r1177", "r1178", "r1179", "r1180", "r1181", "r1182", "r1183", "r1184", "r1185", "r1186"] }, "us-gaap_SegmentReportingAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingAbstract", "lang": { "en-us": { "role": { "label": "Segment Reporting [Abstract]" } } }, "auth_ref": [] }, "us-gaap_SegmentReportingDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingDisclosureTextBlock", "presentation": ["http://www.cloudflare.com/role/SegmentandGeographicInformation"], "lang": { "en-us": { "role": { "terseLabel": "Segment and Geographic Information", "label": "Segment Reporting Disclosure [Text Block]", "documentation": "The entire disclosure for reporting segments including data and tables. Reportable segments include those that meet any of the following quantitative thresholds a) it's reported revenue, including sales to external customers and intersegment sales or transfers is 10 percent or more of the combined revenue, internal and external, of all operating segments b) the absolute amount of its reported profit or loss is 10 percent or more of the greater, in absolute amount of 1) the combined reported profit of all operating segments that did not report a loss or 2) the combined reported loss of all operating segments that did report a loss c) its assets are 10 percent or more of the combined assets of all operating segments." } } }, "auth_ref": ["r147", "r244", "r248", "r249", "r250", "r251", "r252", "r258", "r259", "r260", "r263", "r264", "r265", "r266", "r267", "r268", "r269", "r272", "r852", "r853", "r854", "r855", "r857", "r858", "r859"] }, "us-gaap_SegmentReportingInformationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SegmentReportingInformationLineItems", "presentation": ["http://www.cloudflare.com/role/SegmentandGeographicInformationPropertyandEquipmentNetbyGeographicAreaDetails"], "lang": { "en-us": { "role": { "terseLabel": "Segment Reporting Information [Line Items]", "label": "Segment Reporting Information [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_SellingAndMarketingExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingAndMarketingExpense", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "terseLabel": "Sales and marketing", "label": "Selling and Marketing Expense", "documentation": "The aggregate total amount of expenses directly related to the marketing or selling of products or services." } } }, "auth_ref": [] }, "us-gaap_SellingAndMarketingExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingAndMarketingExpenseMember", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationStockbasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Sales and marketing", "label": "Selling and Marketing Expense [Member]", "documentation": "Primary financial statement caption encompassing selling and marketing expense." } } }, "auth_ref": ["r105"] }, "cloud_SeniorConvertibleNotesDue2025Member": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "SeniorConvertibleNotesDue2025Member", "presentation": ["http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails", "http://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetails", "http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersPotentialSharesofCommonStockExcludedfromComputationofBa], "lang": { "en-us": { "role": { "terseLabel": "2025 Notes", "label": "Senior Convertible Notes Due 2025 [Member]", "documentation": "Senior Convertible Notes Due 2025" } } }, "auth_ref": [] }, "cloud_SeniorConvertibleNotesDue2026Member": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "SeniorConvertibleNotesDue2026Member", "presentation": ["http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails", "http://www.cloudflare.com/role/FairValueMeasurementsNarrativeDetails", "http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2026ConvertibleSeniorNotesDetails", "http://www.cloudflare.com/role/FinancingArrangementsInterestComponentsDetails", "http://www.cloudflare.com/role/FinancingArrangementsNetCarryingAmountofNotesDetails", "http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersPotentialSharesofCommonStockExcludedfromComputationofBa], "lang": { "en-us": { "role": { "terseLabel": "2026 Notes", "label": "Senior Convertible Notes Due 2026 [Member]", "documentation": "Senior Convertible Notes Due 2026" } } }, "auth_ref": [] }, "us-gaap_ServiceLifeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ServiceLifeMember", "presentation": ["http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Service Life", "label": "Service Life [Member]", "documentation": "A revision in the estimated economic useful life of a long-lived tangible asset (the period of time over which the asset is projected to benefit operations)." } } }, "auth_ref": ["r848"] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "crdr": "debit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation expense", "label": "Share-Based Payment Arrangement, Noncash Expense", "documentation": "Amount of noncash expense for share-based payment arrangement." } } }, "auth_ref": ["r6"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Compensation Arrangement by Share-based Payment Award [Line Items]", "label": "Share-Based Compensation Arrangement by Share-Based

Payment Award [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r456", "r458", "r460", "r461", "r462", "r463", "r464", "r465", "r466", "r467", "r468", "r469", "r470", "r471", "r472", "r473", "r474", "r475", "r476", "r477", "r478", "r479", "r480", "r481", "r482", "r483", "r484", "r485"] }, "cloud_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfTrancesForWhichMilestonesWereAchieved": { "xbrltype": "integerItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfTrancesForWhichMilestonesWereAchieved", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number of tranches for which milestones were achieved", "label": "Share Based Compensation Arrangement By Share Based Payment Award, Number Of Trances For Which Milestones Were Achieved", "documentation": "Share Based Compensation Arrangement By Share Based Payment Award, Number Of Trances For Which Milestones Were Achieved" } } }, "auth_ref": [] }, "cloud_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsEarlyExercisesInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsEarlyExercisesInPeriod", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of common stock related to early exercised stock options (in shares)", "label": "Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Early Exercises In Period", "documentation": "Share-Based Compensation Arrangement By Share-Based Payment Award, Options, Early Exercises In Period" } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Stock options outstanding, beginning balance (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number", "documentation": "Number of options outstanding, including both vested and non-vested options." } } }, "auth_ref": ["r463", "r464"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesIssuedInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesIssuedInPeriod", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number of shares repurchased (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Issued in Period", "documentation": "Number of shares issued under share-based payment arrangement." } } }, "auth_ref": ["r55"] }, "us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementsByShareBasedPaymentAwardAwardTypeAndPlanNameDomain", "presentation": ["http://www.cloudflare.com/role/CommonStockCommonStockReservedforFutureIssuanceDetails", "http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Award Type [Domain]", "label": "Award Type [Domain]", "documentation": "Award under share-based payment arrangement." } } }, "auth_ref": ["r460", "r461", "r462", "r463", "r464", "r465", "r466", "r467", "r468", "r469", "r470", "r471", "r472", "r473", "r474", "r475", "r476", "r477", "r478", "r479", "r480", "r481", "r482", "r483", "r484", "r485"] }, "us-gaap_ShareBasedCompensationAwardTrancheTwoMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationAwardTrancheTwoMember", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Tranche Two", "label": "Share-Based Payment Arrangement, Tranche Two [Member]", "documentation": "Second portion of award under share-based payment arrangement differentiated by vesting feature, including, but not limited to, performance measure or service period." } } }, "auth_ref": [] }, "cloud_ShareBasedPaymentArrangementSharesSubjectToRepurchaseMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "ShareBasedPaymentArrangementSharesSubjectToRepurchaseMember", "presentation": ["http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersPotentialSharesofCommonStockExcludedfromComputationofBa], "lang": { "en-us": { "role": { "terseLabel": "Shares subject to repurchase", "label": "Share-Based Payment Arrangement, Shares Subject To Repurchase [Member]", "documentation": "Share-Based Payment Arrangement, Shares Subject To Repurchase" } } }, "auth_ref": [] }, "cloud_ShareBasedPaymentArrangementVestingOfEarlyExercisedStockOptions": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "ShareBasedPaymentArrangementVestingOfEarlyExercisedStockOptions", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Vesting of early exercised stock options", "label": "Share-Based Payment Arrangement, Vesting Of Early Exercised Stock Options", "documentation": "Share-Based Payment Arrangement, Vesting Of Early Exercised Stock Options" } } }, "auth_ref": [] }, "us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardExpirationPeriod": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharebasedCompensationArrangementBySharebasedPaymentAwardExpirationPeriod", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Expiration period", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period", "documentation": "Period from grant date that an equity-based award expires, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r884"] }, "us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedNumberOfShares": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedNumberOfShares", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Options vesting during period (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested, Number of Shares", "documentation": "Number of options vested." } } }, "auth_ref": [] }, "us-gaap_SharesPaidForTaxWithholdingForShareBasedCompensation": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharesPaidForTaxWithholdingForShareBasedCompensation", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Tax withholding on RSU settlement (in shares)", "label": "Share-Based Payment Arrangement, Shares Withheld for Tax Withholding Obligation", "documentation": "Number of shares used to settle grantee's tax withholding obligation for award under share-based payment arrangement." } } }, "auth_ref": [] }, "us-gaap_SignificantAccountingPoliciesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SignificantAccountingPoliciesTextBlock", "presentation": ["http://www.cloudflare.com/role/SummaryofSignificantAccountingPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Summary of Significant Accounting Policies", "label": "Significant Accounting Policies [Text Block]", "documentation": "The entire disclosure for all significant accounting policies of the reporting entity." } } }, "auth_ref": ["r115", "r207"] }, "us-gaap_SoftwareAndSoftwareDevelopmentCostsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SoftwareAndSoftwareDevelopmentCostsMember", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Software", "label": "Software and Software Development Costs [Member]", "documentation": "Purchased software applications and internally developed software for sale, licensing or long-term internal use." } } }, "auth_ref": [] }, "us-gaap_SoftwareDevelopmentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SoftwareDevelopmentMember", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Capitalized internal-use software", "label": "Software Development [Member]", "documentation": "Internally developed software for sale, licensing or long-term internal use." } } }, "auth_ref": [] }, "us-gaap_StatementClassOfStockAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementClassOfStockAxis", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical", "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY", "http://www.cloudflare.com/role/CommonStockNarrativesDetails", "http://www.cloudflare.com/role/Cover", "http://www.cloudflare.com/role/FinancingArrangements2025CappedCallTransactionsDetails", "http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails", "http://www.cloudflare.com/role/FinancingArrangements2026CappedCallTransactionsDetails", "http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersComputationofBasicandDilutedEarningsperShareAttributablet "http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock [Axis]", "label": "Class of Stock [Axis]", "documentation": "Information by the different classes of stock of the entity." } } }, "auth_ref": ["r159", "r176", "r177", "r178", "r210", "r234", "r235", "r237", "r239", "r246", "r247", "r310", "r374", "r376", "r377", "r378", "r381", "r382", "r415", "r416", "r419", "r422", "r429", "r586", "r733", "r734", "r735", "r736", "r739", "r740", "r741", "r742", "r743", "r744", "r745", "r746", "r747", "r748", "r749", "r750", "r765", "r786", "r804", "r822", "r823", "r824", "r825", "r826", "r1007", "r1034", "r1042"] }, "us-gaap_StatementEquityComponentsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementEquityComponentsAxis", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY", "http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersComputationofBasicandDilutedEarningsperShareAttributablet], "lang": { "en-us": { "role": { "terseLabel": "Equity Components [Axis]", "label": "Equity Components [Axis]", "documentation": "Information by

component of equity." } } }, "auth_ref": ["r11", "r94", "r97", "r98", "r162", "r192", "r193", "r194", "r213", "r214", "r215", "r218", "r225", "r227", "r229", "r245", "r314", "r320", "r355", "r430", "r505", "r506", "r518", "r519", "r520", "r523", "r533", "r534", "r542", "r544", "r545", "r546", "r547", "r549", "r560", "r587", "r588", "r589", "r590", "r591", "r592", "r596", "r599", "r617", "r705", "r717", "r718", "r719", "r739", "r804"] }, "srt_StatementGeographicalAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "StatementGeographicalAxis", "presentation": ["http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails", "http://www.cloudflare.com/role/SegmentandGeographicInformationPropertyandEquipmentNetbyGeographicAreaDetails"], "lang": { "en-us": { "role": { "terseLabel": "Geographical [Axis]", "label": "Geographical [Axis]" } } }, "auth_ref": ["r270", "r271", "r657", "r658", "r659", "r660", "r661", "r662", "r663", "r664", "r665", "r666", "r667", "r668", "r669", "r670", "r671", "r672", "r673", "r674", "r675", "r676", "r677", "r678", "r679", "r680", "r681", "r682", "r683", "r684", "r685", "r686", "r751", "r752", "r753", "r810", "r812", "r815", "r821", "r828", "r831", "r832", "r833", "r834", "r835", "r836", "r837", "r838", "r839", "r843", "r871", "r901", "r902", "r903", "r904", "r905", "r906", "r907", "r908", "r910", "r913", "r1086", "r1156", "r1160", "r1161", "r1162", "r1163", "r1164", "r1165", "r1166", "r1167", "r1168", "r1169", "r1170", "r1171", "r1172", "r1173", "r1174", "r1175", "r1176", "r1177", "r1178", "r1179", "r1180", "r1181", "r1182", "r1183", "r1184", "r1185", "r1186"] }, "us-gaap_StatementLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementLineItems", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical", "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Statement [Line Items]", "label": "Statement [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r213", "r214", "r215", "r245", "r599", "r651", "r732", "r750", "r757", "r758", "r759", "r760", "r761", "r762", "r765", "r768", "r769", "r770", "r771", "r772", "r773", "r774", "r775", "r776", "r778", "r779", "r780", "r781", "r782", "r784", "r787", "r788", "r790", "r791", "r792", "r793", "r794", "r795", "r796", "r797", "r798", "r799", "r800", "r801", "r804", "r914"] }, "us-gaap_StatementOfCashFlowsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementOfCashFlowsAbstract", "lang": { "en-us": { "role": { "label": "Statement of Cash Flows [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StatementOfFinancialPositionAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementOfFinancialPositionAbstract", "lang": { "en-us": { "role": { "label": "Statement of Financial Position [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StatementOfIncomeAndComprehensiveIncomeAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementOfIncomeAndComprehensiveIncomeAbstract", "lang": { "en-us": { "role": { "label": "Statement of Comprehensive Income [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StatementOfStockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementOfStockholdersEquityAbstract", "lang": { "en-us": { "role": { "label": "Statement of Stockholders' Equity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StatementTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StatementTable", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical", "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Statement [Table]", "label": "Statement [Table]", "documentation": "Disclosure of information about statement of comprehensive income, income, other comprehensive income, financial position, cash flows, and shareholders' equity." } } }, "auth_ref": ["r213", "r214", "r215", "r245", "r275", "r599", "r651", "r732", "r750", "r757", "r758", "r759", "r760", "r761", "r762", "r765", "r768", "r769", "r770", "r771", "r772", "r773", "r774", "r775", "r776", "r778", "r779", "r780", "r781", "r782", "r784", "r787", "r788", "r790", "r791", "r792", "r793", "r794", "r795", "r796", "r797", "r798", "r799", "r800", "r801", "r804", "r914"] }, "ecd_StkPrcOrTsrEstimationMethodTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "StkPrcOrTsrEstimationMethodTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Stock Price or TSR Estimation Method", "label": "Stock Price or TSR Estimation Method [Text Block]" } } }, "auth_ref": ["r930", "r940", "r950", "r982"] }, "us-gaap_StockAppreciationRightsSARSMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockAppreciationRightsSARSMember", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Stock Appreciation Rights (SARs)", "label": "Stock Appreciation Rights (SARs) [Member]", "documentation": "Right to receive cash or shares equal to appreciation of predetermined number of grantor's shares during predetermined time period." } } }, "auth_ref": [] }, "cloud_StockIssuedDuringPeriodSharesConversionOfShares": { "xbrltype": "sharesItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "StockIssuedDuringPeriodSharesConversionOfShares", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Conversion of Class B to Class A common stock (in shares)", "label": "Stock Issued During Period, Shares, Conversion Of Shares", "documentation": "Stock Issued During Period, Shares, Conversion Of Shares" } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodSharesEmployeeStockPurchasePlans": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesEmployeeStockPurchasePlans", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Common stock issued under employee stock purchase plan (in shares)", "label": "Stock Issued During Period, Shares, Employee Stock Purchase Plans", "documentation": "Number of shares issued during the period as a result of an employee stock purchase plan." } } }, "auth_ref": ["r11", "r93", "r94", "r129"] }, "us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardGross": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesRestrictedStockAwardGross", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of common stock related to settlement of restricted stock units (RSUs) and (PSUs) (in shares)", "label": "Stock Issued During Period, Shares, Restricted Stock Award, Gross", "documentation": "Total number of shares issued during the period, including shares forfeited, as a result of Restricted Stock Awards." } } }, "auth_ref": ["r11", "r129"] }, "us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesStockOptionsExercised", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of common stock upon exercise of stock options (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period", "documentation": "Number of share options (or share units) exercised during the current period." } } }, "auth_ref": ["r11", "r93", "r94", "r129", "r468"] }, "cloud_StockIssuedDuringPeriodValueConversionOfShares": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "StockIssuedDuringPeriodValueConversionOfShares", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Conversion of Class B to Class A common stock", "label": "Stock Issued During Period, Value, Conversion Of Shares", "documentation": "Stock Issued During Period, Value, Conversion Of Shares" } } }, "auth_ref": [] }, "us-gaap_StockIssuedDuringPeriodValueEmployeeStockPurchasePlan": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueEmployeeStockPurchasePlan", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Common stock issued under employee stock purchase plan", "label": "Stock Issued During Period, Value, Employee Stock Purchase Plan", "documentation": "Aggregate change in value for stock issued during the period as a result of employee stock purchase plan." } } }, "auth_ref": ["r11", "r93", "r94", "r129"] }, "us-gaap_StockIssuedDuringPeriodValueRestrictedStockAwardGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueRestrictedStockAwardGross", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of common stock related to settlement of restricted stock units (RSUs) and performance stock units (PSUs)", "label": "Stock Issued During Period, Value, Restricted Stock Award, Gross", "documentation": "Aggregate value of stock related to Restricted Stock Awards issued during the period." } } }, "auth_ref": ["r11", "r93", "r94", "r129"] }, "us-gaap_StockIssuedDuringPeriodValueStockOptionsExercised": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodValueStockOptionsExercised", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of common stock upon exercise of stock options", "label": "Stock Issued During Period, Value, Stock Options Exercised", "documentation": "Value of stock issued as a result of the exercise of stock options." } } }, "auth_ref": ["r11", "r94", "r97", "r98", "r129"] }, "cloud_StockOptionsWithMarketConditionsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "StockOptionsWithMarketConditionsMember", "presentation": ["http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Stock Options With Market Conditions", "label": "Stock Options With Market Conditions [Member]", "documentation": "Stock Options With Market Conditions" } } }, "auth_ref": [] }, "us-gaap_StockRepurchasedDuringPeriodShares": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockRepurchasedDuringPeriodShares", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Repurchases of unvested common stock (in shares)", "label": "Stock Repurchased During Period, Shares", "documentation": "Number of shares that have been repurchased during the period and have not been retired and are not held in treasury. Some state laws may govern the circumstances under which an entity may acquire its own stock and prescribe the accounting treatment therefore. This element is used when state law does not recognize treasury stock." } } }, "auth_ref": ["r11", "r93", "r94", "r129", "r736", "r804", "r825"] }, "us-gaap_StockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquity", "crdr":

"credit", "calculation": { "http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS",
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": {
"totalLabel": "Total stockholders\u2019 equity", "periodStartLabel": "Beginning balance", "periodEndLabel": "Ending balance", "label": "Equity, Attributable to Parent", "documentation": "Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest." } } }, "auth_ref": ["r94", "r97", "r98", "r117", "r767", "r783", "r805", "r806", "r899", "r920", "r1036", "r1059", "r1133", "r1189"] }, "us-gaap_StockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityAbstract", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS",
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Stockholders\u2019 Equity", "label": "Equity, Attributable to Parent [Abstract]" } } }, "auth_ref": [] }, "us-gaap_StockholdersEquityNoteDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityNoteDisclosureTextBlock", "presentation": ["http://www.cloudflare.com/role/CommonStock"], "lang": { "en-us": { "role": {
"terseLabel": "Common Stock", "label": "Equity [Text Block]", "documentation": "The entire disclosure for equity." } } }, "auth_ref": ["r125",
"r209", "r414", "r416", "r418", "r419", "r420", "r421", "r422", "r423", "r424", "r425", "r426", "r428", "r430", "r551", "r807", "r808", "r827"] }, "us-gaap_StockholdersEquityOther": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquityOther", "crdr": "debit", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFSTOCKHOLDERSEQUITY"], "lang": { "en-us": { "role": {
"negatedTerseLabel": "Other", "label": "Stockholders' Equity, Other", "documentation": "This element represents movements included in the statement of changes in stockholders' equity which are not separately disclosed or provided for elsewhere in the taxonomy." } } }, "auth_ref": [] }, "us-gaap_SupplementalBalanceSheetDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SupplementalBalanceSheetDisclosuresTextBlock", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponents"], "lang": { "en-us": { "role": { "terseLabel": "Balance Sheet Components", "label": "Supplemental Balance Sheet Disclosures [Text Block]", "documentation": "The entire disclosure for supplemental balance sheet disclosures, including descriptions and amounts for assets, liabilities, and equity." } } }, "auth_ref": ["r1020"] }, "us-gaap_SupplementalCashFlowInformationAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SupplementalCashFlowInformationAbstract", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Supplemental Disclosure of Cash Flow Information:", "label": "Supplemental Cash Flow Information [Abstract]" } } }, "auth_ref": [] }, "cloud_SupplementalNoncashInvestingAndFinancingItemsMaturityOfMarketableSecuritiesInOtherCurrentAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "SupplementalNoncashInvestingAndFinancingItemsMaturityOfMarketableSecuritiesInOtherCurrentAssets", "crdr": "debit", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "terseLabel": "Maturity of marketable securities in other current assets", "label": "Supplemental Noncash Investing and Financing Items, Maturity Of Marketable Securities In Other Current Assets", "documentation": "Supplemental Cash Flow Elements, Maturity Of Marketable Securities In Other Current Assets" } } }, "auth_ref": [] }, "ecd_TabularListTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TabularListTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": {
"terseLabel": "Tabular List, Table", "label": "Tabular List [Table Text Block]" } } }, "auth_ref": ["r976"] }, "us-gaap_TechnologyEquipmentMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TechnologyEquipmentMember", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsPropertyandEquipmentNetDetails",
"http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Servers\u2014network infrastructure", "label": "Technology Equipment [Member]", "documentation": "Equipment used in the creation, maintenance and utilization of information systems which include computers and peripherals." } } }, "auth_ref": [] }, "srt_TitleOfIndividualAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "TitleOfIndividualAxis", "presentation": [
"http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Title of Individual [Axis]", "label": "Title and Position [Axis]" } } }, "auth_ref": ["r1050", "r1141"] }, "srt_TitleOfIndividualWithRelationshipToEntityDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "TitleOfIndividualWithRelationshipToEntityDomain", "presentation": [
"http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Title of Individual [Domain]", "label": "Title and Position [Domain]" } } }, "auth_ref": [] }, "ecd_TotalShareholderRtnAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TotalShareholderRtnAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": {
"en-us": { "role": { "terseLabel": "Total Shareholder Return Amount", "label": "Total Shareholder Return Amount" } } }, "auth_ref": ["r968"] }, "ecd_TotalShareholderRtnVsPeerGroupTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TotalShareholderRtnVsPeerGroupTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": {
"terseLabel": "Total Shareholder Return Vs Peer Group", "label": "Total Shareholder Return Vs Peer Group [Text Block]" } } }, "auth_ref": ["r975"] }, "us-gaap_TradeNamesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TradeNamesMember", "presentation": ["http://www.cloudflare.com/role/BalanceSheetComponentsAcquiredIntangibleAssetsNetDetails"], "lang": { "en-us": { "role": {
"terseLabel": "Customer relationships", "label": "Trade Names [Member]", "documentation": "Rights acquired through registration of a business name to gain or protect exclusive use thereof." } } }, "auth_ref": ["r64", "r1063", "r1064", "r1065", "r1066", "r1067", "r1068", "r1070", "r1072", "r1073", "r1074"] }, "ecd_TradingArrAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TradingArrAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Trading Arrangement:", "label": "Trading Arrangement [Axis]" } } }, "auth_ref": ["r995"] }, "ecd_TradingArrByIndTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TradingArrByIndTable", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Trading Arrangements, by Individual", "label": "Trading Arrangements, by Individual [Table]" } } }, "auth_ref": ["r997"] }, "dei_TradingSymbol": { "xbrltype": "tradingSymbolItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "TradingSymbol", "presentation": ["http://www.cloudflare.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Trading Symbol", "label": "Trading Symbol", "documentation": "Trading symbol of an instrument as listed on an exchange." } } }, "auth_ref": [] }, "us-gaap_TransfersAndServicingOfFinancialInstrumentsTypesOfFinancialInstrumentsDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TransfersAndServicingOfFinancialInstrumentsTypesOfFinancialInstrumentsDomain", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "Financial Instruments [Domain]", "label": "Financial Instruments [Domain]", "documentation": "Instrument or contract that imposes a contractual obligation to deliver cash or another financial instrument or to exchange other financial instruments on potentially unfavorable terms and conveys a contractual right to receive cash or another financial instrument or to exchange other financial instruments on potentially favorable terms." } } }, "auth_ref": ["r279", "r280", "r281", "r282", "r283", "r284", "r285", "r286", "r287", "r288", "r289", "r290", "r291", "r292", "r293", "r294", "r295", "r296", "r297", "r298", "r299", "r300", "r301", "r302", "r303", "r304", "r305", "r306", "r307", "r308", "r408", "r427", "r550", "r582", "r618", "r619", "r620", "r621", "r622", "r623", "r624", "r625", "r626", "r627", "r628", "r629", "r630", "r631", "r632", "r634", "r635", "r636", "r637", "r638", "r639", "r640", "r641", "r642", "r643", "r644", "r645", "r646", "r647", "r648", "r706", "r886", "r888", "r890", "r891", "r892", "r893", "r894", "r895", "r896", "r900", "r1013", "r1014", "r1015", "r1016", "r1017", "r1018", "r1019", "r1055", "r1056", "r1057", "r1058", "r1117", "r1120", "r1121", "r1122", "r1129", "r1132"] }, "ecd_TrdArrAdoptionDate": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrAdoptionDate", "presentation": [
"http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Adoption Date", "label": "Trading Arrangement Adoption Date" } } }, "auth_ref": ["r998"] }, "ecd_TrdArrDuration": { "xbrltype": "durationItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrDuration", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Arrangement Duration", "label": "Trading Arrangement Duration" } } }, "auth_ref": ["r999"] }, "ecd_TrdArrExpirationDate": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrExpirationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Expiration Date", "label": "Trading Arrangement Expiration Date" } } }, "auth_ref": ["r999"] }, "ecd_TrdArrIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrIndName", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Name", "label": "Trading Arrangement, Individual Name" } } }, "auth_ref": ["r997"] }, "ecd_TrdArrIndTitle": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrIndTitle", "presentation": [
"http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Title", "label": "Trading Arrangement, Individual Title" } } }, "auth_ref": ["r997"] }, "ecd_TrdArrSecuritiesAggAvailAmt": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrSecuritiesAggAvailAmt", "presentation": [
"http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Aggregate Available", "label": "Trading Arrangement, Securities Aggregate Available Amount" } } }, "auth_ref": ["r1000"] }, "ecd_TrdArrTerminationDate": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TrdArrTerminationDate", "presentation": [
"http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Termination Date", "label": "Trading Arrangement Termination Date" } } }, "auth_ref": ["r998"] }, "cloud_TwoThousandAndNineteenEmployeeStockPurchasePlanMember": {
"xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname":
"TwoThousandAndNineteenEmployeeStockPurchasePlanMember", "presentation": [

"http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "2019 Employee Stock Purchase Plan", "label": "Two Thousand And Nineteen Employee Stock Purchase Plan [Member]", "documentation": "Two Thousand And Nineteen Employee Stock Purchase Plan" } } }, "auth_ref": [] }, "country_US": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/country/2024", "localname": "US", "presentation": ["http://www.cloudflare.com/role/RevenueDisaggregationofRevenueDetails", "http://www.cloudflare.com/role/SegmentandGeographicInformationPropertyandEquipmentNetbyGeographicAreaDetails"], "lang": { "en-us": { "role": { "terseLabel": "United States", "label": "UNITED STATES" } } }, "auth_ref": [] }, "us-gaap_USGovernmentAgenciesDebtSecuritiesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "USGovernmentAgenciesDebtSecuritiesMember", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "U.S. government agency securities", "label": "US Government Agencies Debt Securities [Member]", "documentation": "Debentures, notes, and other debt securities issued by US government agencies, for example, but not limited to, Government National Mortgage Association (GNMA or Ginnie Mae). Excludes US treasury securities and debt issued by government-sponsored Enterprises (GSEs), for example, but is not limited to, Federal Home Loan Mortgage Corporation (FHLMC or Freddie Mac), Federal National Mortgage Association (FNMA or Fannie Mae), and the Federal Home Loan Bank (FHLB)." } } }, "auth_ref": ["r847", "r877", "r1152"] }, "us-gaap_USTreasurySecuritiesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "USTreasurySecuritiesMember", "presentation": [
"http://www.cloudflare.com/role/FairValueMeasurementsCashandAvailableforsaleDebtSecuritiesAmortizedCostUnrealizedGainsLossesandFairValueby
], "lang": { "en-us": { "role": { "terseLabel": "U.S. treasury securities", "label": "US Treasury Securities [Member]", "documentation": "This category includes information about debt securities issued by the United States Department of the Treasury and backed by the United States government. Such securities primarily consist of treasury bills (short-term maturities - one year or less), treasury notes (intermediate term maturities - two to ten years), and treasury bonds (long-term maturities - ten to thirty years)." } } }, "auth_ref": ["r847", "r877", "r879", "r886", "r1152"] }, "us-gaap_UnamortizedDebtIssuanceExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "UnamortizedDebtIssuanceExpense", "crdr": "debit", "calculation": {
"http://www.cloudflare.com/role/FinancingArrangementsNetCarryingAmountofNotesDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsNetCarryingAmountofNotesDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Unamortized debt issuance costs", "label": "Unamortized Debt Issuance Expense", "documentation": "The remaining balance of debt issuance expenses that were capitalized and are being amortized against income over the lives of the respective bond issues. This does not include the amounts capitalized as part of the cost of the utility plant or asset." } } }, "auth_ref": [] }, "ecd_UndrlygSecurityMktPriceChngPct": { "xbrltype": "pureItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "UndrlygSecurityMktPriceChngPct", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Underlying Security Market Price Change", "label": "Underlying Security Market Price Change, Percent" } } }, "auth_ref": ["r994"] }, "us-gaap_UnrecordedUnconditionalPurchaseObligationBalanceSheetAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "UnrecordedUnconditionalPurchaseObligationBalanceSheetAmount", "crdr": "credit", "presentation": ["http://www.cloudflare.com/role/LeasesNarrativesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lease not yet commenced, undiscounted amount", "label": "Unrecorded Unconditional Purchase Obligation", "documentation": "Amount of unrecorded obligation to transfer funds in future for fixed or minimum amount or quantity of product and service at fixed or minimum price. Includes, but is not limited to, lease not yet commenced and take-or-pay and throughput contracts." } } }, "auth_ref": ["r366", "r1138"] }, "us-gaap_UseOfEstimates": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "UseOfEstimates", "presentation": ["http://www.cloudflare.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Use of Estimates and Change in Accounting Estimate", "label": "Use of Estimates, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles." } } }, "auth_ref": ["r38", "r39", "r40", "r150", "r151", "r152", "r153"] }, "us-gaap_VariableRateAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "VariableRateAxis", "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Variable Rate [Axis]", "label": "Variable Rate [Axis]", "documentation": "Information by type of variable rate." } } }, "auth_ref": [] }, "cloud_VariableRateComponentAxis": { "xbrltype": "stringItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "VariableRateComponentAxis", "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Variable Rate Component [Axis]", "label": "Variable Rate Component [Axis]", "documentation": "Variable Rate Component" } } }, "auth_ref": [] }, "cloud_VariableRateComponentDomain": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "VariableRateComponentDomain", "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Variable Rate Component [Domain]", "label": "Variable Rate Component [Domain]", "documentation": "Variable Rate Component [Domain]" } } }, "auth_ref": [] }, "cloud_VariableRateComponentOneMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "VariableRateComponentOneMember", "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Variable Rate Component One", "label": "Variable Rate Component One [Member]", "documentation": "Variable Rate Component One" } } }, "auth_ref": [] }, "cloud_VariableRateComponentTwoMember": { "xbrltype": "domainItemType", "nsuri": "http://www.cloudflare.com/20240630", "localname": "VariableRateComponentTwoMember", "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Variable Rate Component Two", "label": "Variable Rate Component Two [Member]", "documentation": "Variable Rate Component Two" } } }, "auth_ref": [] }, "us-gaap_VariableRateDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "VariableRateDomain", "presentation": ["http://www.cloudflare.com/role/FinancingArrangementsRevolvingCreditFacilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Variable Rate [Domain]", "label": "Variable Rate [Domain]", "documentation": "Interest rate that fluctuates over time as a result of an underlying benchmark interest rate or index." } } }, "auth_ref": [] }, "us-gaap_VestingAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "VestingAxis", "presentation": [
"http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Vesting [Axis]", "label": "Vesting [Axis]", "documentation": "Information by vesting schedule of award under share-based payment arrangement." } } }, "auth_ref": ["r1088", "r1089", "r1090", "r1091", "r1092", "r1093", "r1094", "r1095", "r1096", "r1097", "r1098", "r1099", "r1100", "r1101", "r1102", "r1103", "r1104", "r1105", "r1106", "r1107", "r1108", "r1109", "r1110", "r1111", "r1112", "r1113"] }, "us-gaap_VestingDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "VestingDomain", "presentation": [
"http://www.cloudflare.com/role/StockbasedCompensationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Vesting [Domain]", "label": "Vesting [Domain]", "documentation": "Vesting schedule of award under share-based payment arrangement." } } }, "auth_ref": ["r1088", "r1089", "r1090", "r1091", "r1092", "r1093", "r1094", "r1095", "r1096", "r1097", "r1098", "r1099", "r1100", "r1101", "r1102", "r1103", "r1104", "r1105", "r1106", "r1107", "r1108", "r1109", "r1110", "r1111", "r1112", "r1113"] },
"ecd_VstngDtFrValOfEqtyAwrdsGrntdAndVstdInCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "VstngDtFrValOfEqtyAwrdsGrntdAndVstdInCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year", "label": "Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member]" } } }, "auth_ref": ["r964"] }, "us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "WeightedAverageNumberOfDilutedSharesOutstanding", "presentation": [
"http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS",
"http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersComputationofBasicandDilutedEarningsperShareAttributableto
], "lang": { "en-us": { "role": { "terseLabel": "Weighted-average shares used in computing net loss per share attributable to common stockholders, diluted (in shares)", "label": "Weighted Average Number of Shares Outstanding, Diluted", "documentation": "The average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period." } } }, "auth_ref": ["r233", "r239"] }, "us-gaap_WeightedAverageNumberOfSharesOutstandingBasic": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "WeightedAverageNumberOfSharesOutstandingBasic", "presentation": ["http://www.cloudflare.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS",
"http://www.cloudflare.com/role/NetLossperShareAttributabletoCommonStockholdersComputationofBasicandDilutedEarningsperShareAttributableto
], "lang": { "en-us": { "role": { "terseLabel": "Weighted-average shares used in computing net loss per share attributable to common stockholders, basic (in shares)", "label": "Weighted Average Number of Shares Outstanding, Basic", "documentation": "Number of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period." } } }, "auth_ref": ["r232", "r239"] }, "us-gaap_WriteOffOfDeferredDebtIssuanceCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "WriteOffOfDeferredDebtIssuanceCost", "crdr": "debit", "presentation": [
"http://www.cloudflare.com/role/FinancingArrangements2025ConvertibleSeniorNotesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Deferred debt issuance cost, write-off", "label": "Deferred Debt Issuance Cost, Writeoff", "documentation": "Write-off of amounts previously capitalized as debt issuance cost in an extinguishment of debt." } } }, "auth_ref": ["r107"] },
"ecd_YrEndFrValOfEqtyAwrdsGrntdInCvrdYrOutsdngAndUnvstdMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "YrEndFrValOfEqtyAwrdsGrntdInCvrdYrOutsdngAndUnvstdMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"],

"lang": { "en-us": { "role": { "terseLabel": "Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested", "label": "Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member]" } } }, "auth_ref": ["r962"] } } } }, "std_ref": { "r0": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "30", "Paragraph": "7", "SubTopic": "30", "Topic": "805", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479637/805-30-30-7" }, "r1": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "30", "Paragraph": "8", "SubTopic": "30", "Topic": "805", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479637/805-30-30-8" }, "r2": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "SubTopic": "230", "Topic": "830", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477401/830-230-45-1" }, "r3": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "10A", "SubTopic": "10", "Topic": "220", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-10A" }, "r4": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "14", "Subparagraph": "(a)", "SubTopic": "10", "Topic": "230", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-14" }, "r5": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "20", "SubTopic": "10", "Topic": "810", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481231/810-10-45-20" }, "r6": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "28", "Subparagraph": "(a)", "SubTopic": "10", "Topic": "230", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-28" }, "r7": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "28", "Subparagraph": "(b)", "SubTopic": "10", "Topic": "230", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-28" }, "r8": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "SubTopic": "10", "Topic": "360", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482099/360-10-50-1" }, "r9": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "SubTopic": "30", "Topic": "805", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479581/805-30-50-1" }, "r10": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1A", "Subparagraph": "(c)(3)", "SubTopic": "10", "Topic": "810", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481203/810-10-50-1A" }, "r11": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "SubTopic": "10", "Topic": "505", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-2" }, "r12": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(1)", "SubTopic": "10", "Topic": "480", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481648/480-10-50-2" }, "r13": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2A", "Subparagraph": "(a)", "SubTopic": "10", "Topic": "718", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2A" }, "r14": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(a)(2)", "SubTopic": "40", "Topic": "815", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480237/815-40-50-5" }, "r15": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(22))", "SubTopic": "10", "Topic": "210", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r16": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "220", "SubTopic": "10", "Section": "45", "Paragraph": "14", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-14" }, "r17": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "220", "SubTopic": "10", "Section": "45", "Paragraph": "14A", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-14A" }, "r18": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "220", "SubTopic": "10", "Section": "45", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-5" }, "r19": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "45", "Paragraph": "12", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-12" }, "r20": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "45", "Paragraph": "12", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-12" }, "r21": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "45", "Paragraph": "13", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-13" }, "r22": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "45", "Paragraph": "13", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-13" }, "r23": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "45", "Paragraph": "14", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-14" }, "r24": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "45", "Paragraph": "15", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-15" }, "r25": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "45", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-4" }, "r26": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482913/230-10-50-2" }, "r27": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482913/230-10-50-3" }, "r28": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482913/230-10-50-4" }, "r29": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "230", "SubTopic": "10", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482913/230-10-50-5" }, "r30": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "250", "SubTopic": "10", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-1" }, "r31": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "260", "SubTopic": "10", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482662/260-10-50-1" }, "r32": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "260", "SubTopic": "10", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482662/260-10-50-1" }, "r33": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "260", "SubTopic": "10", "Section": "55", "Paragraph": "52", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482635/260-10-55-52" }, "r34": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "270", "SubTopic": "10", "Section": "45", "Paragraph": "14", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482989/270-10-45-14" }, "r35": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "275", "SubTopic": "10", "Section": "50", "Paragraph": "18", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-18" }, "r36": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "275", "SubTopic": "10", "Section": "50", "Paragraph": "18", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-18" }, "r37": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "275", "SubTopic": "10", "Section": "50", "Paragraph": "20", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-20" }, "r38": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "275", "SubTopic": "10", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-4" }, "r39": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "275", "SubTopic": "10", "Section": "50", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-8" }, "r40": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "275", "SubTopic": "10", "Section": "50", "Paragraph": "9", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-9" }, "r41": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "280", "SubTopic": "10", "Section": "50", "Paragraph": "22", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-22" }, "r42": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "280", "SubTopic": "10", "Section": "50", "Paragraph": "25", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-25" }, "r43": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "280", "SubTopic": "10", "Section": "50", "Paragraph": "30", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-30" }, "r44": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "360", "SubTopic": "10", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482099/360-10-50-1" }, "r45": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "360", "SubTopic": "10", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482099/360-10-50-1" }, "r46": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "470", "SubTopic": "10", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481544/470-10-50-5" }, "r47": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "470", "SubTopic": "50", "Section": "40", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481303/470-50-40-2" }, "r48": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "470", "SubTopic": "50", "Section": "40", "Paragraph": "4", "Publisher": "FASB", "URI":

"https://asc.fasb.org/1943274/2147481303/470-50-40-4" }, "r49": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "505", "SubTopic": "10", "Section": "45", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481142/505-10-45-2" }, "r50": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "505", "SubTopic": "10", "Section": "50", "Paragraph": "10", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-10" }, "r51": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "505", "SubTopic": "10", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-3" }, "r52": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "505", "SubTopic": "10", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-4" }, "r53": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "505", "SubTopic": "10", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-5" }, "r54": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "505", "SubTopic": "10", "Section": "50", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-8" }, "r55": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "718", "SubTopic": "10", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r56": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "718", "SubTopic": "10", "Section": "50", "Paragraph": "2", "Subparagraph": "(h)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r57": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "718", "SubTopic": "20", "Section": "55", "Paragraph": "12", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481089/718-20-55-12" }, "r58": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "718", "SubTopic": "20", "Section": "55", "Paragraph": "13", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481089/718-20-55-13" }, "r59": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "805", "SubTopic": "10", "Section": "25", "Paragraph": "23", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479405/805-10-25-23" }, "r60": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "805", "SubTopic": "10", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479328/805-10-50-2" }, "r61": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "805", "SubTopic": "10", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479328/805-10-50-3" }, "r62": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "805", "SubTopic": "10", "Section": "55", "Paragraph": "37", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479303/805-10-55-37" }, "r63": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "805", "SubTopic": "20", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479907/805-20-50-1" }, "r64": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "805", "SubTopic": "20", "Section": "55", "Paragraph": "14", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479876/805-20-55-14" }, "r65": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "805", "SubTopic": "20", "Section": "55", "Paragraph": "20", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479876/805-20-55-20" }, "r66": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "805", "SubTopic": "30", "Section": "25", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479668/805-30-25-6" }, "r67": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "805", "SubTopic": "30", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479581/805-30-50-1" }, "r68": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "810", "SubTopic": "10", "Section": "45", "Paragraph": "12", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481231/810-10-45-12" }, "r69": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "810", "SubTopic": "10", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481203/810-10-50-1" }, "r70": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "815", "SubTopic": "10", "Section": "50", "Paragraph": "4A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480434/815-10-50-4A" }, "r71": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "815", "SubTopic": "10", "Section": "50", "Paragraph": "4A", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480434/815-10-50-4A" }, "r72": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "815", "SubTopic": "10", "Section": "50", "Paragraph": "4B", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480434/815-10-50-4B" }, "r73": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "815", "SubTopic": "10", "Section": "50", "Paragraph": "4C", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480434/815-10-50-4C" }, "r74": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "815", "SubTopic": "10", "Section": "50", "Paragraph": "4D", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480434/815-10-50-4D" }, "r75": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "825", "SubTopic": "10", "Section": "50", "Paragraph": "11", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482907/825-10-50-11" }, "r76": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "825", "SubTopic": "10", "Section": "50", "Paragraph": "12", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482907/825-10-50-12" }, "r77": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "825", "SubTopic": "10", "Section": "50", "Paragraph": "20", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482907/825-10-50-20" }, "r78": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "825", "SubTopic": "10", "Section": "50", "Paragraph": "21", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482907/825-10-50-21" }, "r79": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Name": "Accounting Standards Codification", "Topic": "942", "SubTopic": "470", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477734/942-470-50-3" }, "r80": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "205", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/205/tableOfContent" }, "r81": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(19)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r82": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(19)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r83": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(19))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r84": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(20))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r85": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(21))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r86": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(22)(a)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r87": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(22)(a)(5))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r88": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(22)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r89": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(23))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r90": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(24))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r91": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(25))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r92": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(26))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r93": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(28))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r94": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(29))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r95": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(30)(a)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r96": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(30)(a)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r97": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic":

"210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(30))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r98": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(31))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r99": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(32))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r100": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "11", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-11" }, "r101": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, "r102": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(10))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, "r103": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, "r104": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(20))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, "r105": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(4))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, "r106": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(7))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, "r107": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(8))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, "r108": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(9))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, "r109": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "13", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-13" }, "r110": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "15", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-15" }, "r111": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "15", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-15" }, "r112": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "24", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-24" }, "r113": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "25", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-25" }, "r114": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "28", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-28" }, "r115": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "235", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/235/tableOfContent" }, "r116": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "41", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-41" }, "r117": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "310", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SAB Topic 4.E)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480418/310-10-S99-2" }, "r118": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "360", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482099/360-10-50-1" }, "r119": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "440", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/440/tableOfContent" }, "r120": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "470", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/470/tableOfContent" }, "r121": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "12A", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481573/470-10-45-12A" }, "r122": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "25", "Paragraph": "10", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481284/470-20-25-10" }, "r123": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-5" }, "r124": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "480", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(02)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480244/480-10-S99-1" }, "r125": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "505", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/505/tableOfContent" }, "r126": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-6" }, "r127": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-6" }, "r128": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-7" }, "r129": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.3-04)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480008/505-10-S99-1" }, "r130": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "805", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/805/tableOfContent" }, "r131": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "805", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "38", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479876/805-20-55-38" }, "r132": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "805", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "35", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479613/805-30-35-1" }, "r133": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "810", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/810/tableOfContent" }, "r134": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "810", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "19", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481231/810-10-45-19" }, "r135": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "815", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4B", "Subparagraph": "(c)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480434/815-10-50-4B" }, "r136": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(11))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478546/942-210-S99-1" }, "r137": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(13))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478546/942-210-S99-1" }, "r138": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(15)(5))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478546/942-210-S99-1" }, "r139": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(16))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478546/942-210-S99-1" }, "r140": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(17))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478546/942-210-S99-1" }, "r141": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(23))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478546/942-210-S99-1" }, "r142": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-04(15))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478524/942-220-S99-1" }, "r143": { "role": "http://fasb.org/us-gaap/role/ref/legacyRef", "Topic": "942", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-04(22))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478524/942-220-S99-1" }, "r144": { "role": "http://fasb.org/us-gaap/role/ref/otherTransitionRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "32", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-32" }, "r145": { "role": "http://fasb.org/us-gaap/role/ref/otherTransitionRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "32", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-32" },

"r146": { "role": "http://fasb.org/us-gaap/role/ref/otherTransitionRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "32", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-32" }, "r147": { "role": "http://fasb.org/us-gaap/role/ref/otherTransitionRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "32", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-32" }, "r148": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "2", "Subparagraph": "(a)", "SubTopic": "20", "Topic": "740", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482659/740-20-45-2" }, "r149": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "5", "SubTopic": "210", "Topic": "954", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477220/954-210-45-5" }, "r150": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "SubTopic": "10", "Topic": "275", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-1" }, "r151": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "SubTopic": "10", "Topic": "275", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-1" }, "r152": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "11", "SubTopic": "10", "Topic": "275", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-11" }, "r153": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "12", "SubTopic": "10", "Topic": "275", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-12" }, "r154": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(a)", "SubTopic": "10", "Topic": "606", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-13" }, "r155": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(b)(1)", "SubTopic": "10", "Topic": "606", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-13" }, "r156": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Subparagraph": "(b)", "SubTopic": "10", "Topic": "740", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482685/740-10-50-9" }, "r157": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(h))", "SubTopic": "10", "Topic": "235", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, "r158": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Accounting Standards Codification", "Topic": "606", "Publisher": "FASB", "URI": "https://asc.fasb.org/606/tableOfContent" }, "r159": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "a", "Publisher": "SEC" }, "r160": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "105", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479343/105-10-65-6" }, "r161": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "105", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479343/105-10-65-6" }, "r162": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "105", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479343/105-10-65-6" }, "r163": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "105", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479343/105-10-65-6" }, "r164": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "105", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479343/105-10-65-6" }, "r165": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "105", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "7", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479343/105-10-65-7" }, "r166": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "205", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483499/205-20-50-7" }, "r167": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483467/210-10-45-1" }, "r168": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483467/210-10-45-5" }, "r169": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r170": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(13))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r171": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(14))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r172": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(15))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r173": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(16))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r174": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(17))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r175": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(18))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r176": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(27)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r177": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(28))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r178": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(29))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r179": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(30)(a)(4))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r180": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(4))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r181": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(9))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, "r182": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "10A", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-10A" }, "r183": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "10A", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-10A" }, "r184": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "10A", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-10A" }, "r185": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "11", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-11" }, "r186": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "15", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-15" }, "r187": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-1A" }, "r188": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1A", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-1A" }, "r189": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1A", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-1A" }, "r190": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-1B" }, "r191": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1B", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-1B" }, "r192": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482765/220-10-50-4" }, "r193": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482765/220-10-50-5" }, "r194": { "role":

"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482765/220-10-50-6" }, "r195": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(24))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, "r196": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(25))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, "r197": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(5))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, "r198": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "11", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-11" }, "r199": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "12", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-12" }, "r200": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "15", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-15" }, "r201": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "17", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-17" }, "r202": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "24", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-24" }, "r203": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "25", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-25" }, "r204": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482913/230-10-50-2" }, "r205": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2A", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482913/230-10-50-2A" }, "r206": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482913/230-10-50-8" }, "r207": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483426/235-10-50-1" }, "r208": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(c))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, "r209": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(e)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, "r210": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(g)(1)(ii))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, "r211": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(h)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, "r212": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.12-04(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-3" }, "r213": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "23", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483421/250-10-45-23" }, "r214": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "24", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483421/250-10-45-24" }, "r215": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483421/250-10-45-5" }, "r216": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483421/250-10-45-6" }, "r217": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-1" }, "r218": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-1" }, "r219": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-1" }, "r220": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-1" }, "r221": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "11", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-11" }, "r222": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "11", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-11" }, "r223": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-3" }, "r224": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-4" }, "r225": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-6" }, "r226": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-7" }, "r227": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-7" }, "r228": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-8" }, "r229": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-9" }, "r230": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "5", "Subparagraph": "(SAB Topic 11.M.Q2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480530/250-10-S99-5" }, "r231": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/260/tableOfContent" }, "r232": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "10", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482689/260-10-45-10" }, "r233": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "16", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482689/260-10-45-16" }, "r234": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482689/260-10-45-2" }, "r235": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482689/260-10-45-3" }, "r236": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "60B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482689/260-10-45-60B" }, "r237": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "60B", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482689/260-10-45-60B" }, "r238": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "7", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482689/260-10-45-7" }, "r239": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482662/260-10-50-1" }, "r240": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482662/260-10-50-1" }, "r241": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482662/260-10-50-2" }, "r242": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260",

"SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482662/260-10-50-3" }, "r243": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "15", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482635/260-10-55-15" }, "r244": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "270", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482964/270-10-50-1" }, "r245": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "272", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483014/272-10-45-1" }, "r246": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "272", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482987/272-10-50-1" }, "r247": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "272", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482987/272-10-50-3" }, "r248": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/280/tableOfContent" }, "r249": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "15", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-15" }, "r250": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "21", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-21" }, "r251": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "21", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-21" }, "r252": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "22", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-22" }, "r253": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "22", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-22" }, "r254": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "22", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-22" }, "r255": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "22", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-22" }, "r256": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "22", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-22" }, "r257": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "22", "Subparagraph": "(h)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-22" }, "r258": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "26", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-26" }, "r259": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "26B", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-26B" }, "r260": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "26C", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-26C" }, "r261": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "30", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-30" }, "r262": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "30", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-30" }, "r263": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "31", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-31" }, "r264": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "32", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-32" }, "r265": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "32", "Subparagraph": "(ee)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-32" }, "r266": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "32", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-32" }, "r267": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "34", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-34" }, "r268": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "40", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-40" }, "r269": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "41", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-41" }, "r270": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "41", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-41" }, "r271": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "41", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-41" }, "r272": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "42", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-42" }, "r273": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147476173/280-10-65-1" }, "r274": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147476173/280-10-65-1" }, "r275": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "310", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "13", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481990/310-10-45-13" }, "r276": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "310", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481962/310-10-50-4" }, "r277": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "11", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481830/320-10-45-11" }, "r278": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481830/320-10-45-2" }, "r279": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r280": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r281": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(aa)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r282": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(aaa)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r283": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r284": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r285": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-2" }, "r286": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-3" }, "r287": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-3" }, "r288": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-3" }, "r289": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-3" }, "r290": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-3" }, "r291": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, "r292": { "role":

"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, r293": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(aaa)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, r294": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, r295": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, r296": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, r297": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, r298": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, r299": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, r300": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5" }, r301": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5A" }, r302": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5A", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5A" }, r303": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5A", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5A" }, r304": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5B", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5B" }, r305": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5B" }, r306": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5B", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5B" }, r307": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5B", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5B" }, r308": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5B", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-5B" }, r309": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-9" }, r310": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "323", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481687/323-10-50-3" }, r311": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "4", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479654/326-10-65-4" }, r312": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "4", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479654/326-10-65-4" }, r313": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "4", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479654/326-10-65-4" }, r314": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "4", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479654/326-10-65-4" }, r315": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "4", "Subparagraph": "(e)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479654/326-10-65-4" }, r316": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "4", "Subparagraph": "(e)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479654/326-10-65-4" }, r317": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "5", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479654/326-10-65-5" }, r318": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479654/326-10-65-5" }, r319": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "5", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479654/326-10-65-5" }, r320": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "5", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479654/326-10-65-5" }, r321": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479344/326-20-45-1" }, r322": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "11", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479319/326-20-50-11" }, r323": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479319/326-20-50-13" }, r324": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479319/326-20-50-13" }, r325": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479319/326-20-50-13" }, r326": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "14", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479319/326-20-50-14" }, r327": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "16", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479319/326-20-50-16" }, r328": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479319/326-20-50-5" }, r329": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479130/326-30-45-1" }, r330": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479106/326-30-50-4" }, r331": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479106/326-30-50-7" }, r332": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "326", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479106/326-30-50-9" }, r333": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "340", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479483/340-40-50-3" }, r334": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "340", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479483/340-40-50-3" }, r335": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480265/350-10-S45-1" }, r336": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482598/350-20-45-1" }, r337": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482598/350-20-45-2" }, r338": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482573/350-20-50-1" }, r339": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482573/350-20-50-1" }, r340": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482573/350-20-50-2" }, r341": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45",

"Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482686/350-30-45-1" }, "r342": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482686/350-30-45-2" }, "r343": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r344": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r345": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r346": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r347": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r348": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-2" }, "r349": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-2" }, "r350": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-2" }, "r351": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-2" }, "r352": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-2" }, "r353": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-3" }, "r354": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "60", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147476166/350-60-65-1" }, "r355": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "350", "SubTopic": "60", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147476166/350-60-65-1" }, "r356": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "360", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482099/360-10-50-3" }, "r357": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "405", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477092/405-40-50-1" }, "r358": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "405", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477092/405-40-50-1" }, "r359": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "405", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477092/405-40-50-1" }, "r360": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "405", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477092/405-40-50-1" }, "r361": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "405", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477092/405-40-50-1" }, "r362": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "405", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(e)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477092/405-40-50-1" }, "r363": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "405", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477123/405-50-65-1" }, "r364": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "420", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482017/420-10-50-1" }, "r365": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "440", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482648/440-10-50-4" }, "r366": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "440", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482648/440-10-50-4" }, "r367": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "440", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482648/440-10-50-4" }, "r368": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483076/450-20-50-4" }, "r369": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483076/450-20-50-9" }, "r370": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 5.Y.Q2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480102/450-20-S99-1" }, "r371": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "450", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 5.Y.Q4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480102/450-20-S99-1" }, "r372": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481544/470-10-50-6" }, "r373": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481544/470-10-50-6" }, "r374": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1A", "Subparagraph": "(SX 210.13-01(a)(4)(i))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480097/470-10-S99-1A" }, "r375": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1A", "Subparagraph": "(SX 210.13-01(a)(4)(iii)(A))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480097/470-10-S99-1A" }, "r376": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1A", "Subparagraph": "(SX 210.13-01(a)(4)(iv))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480097/470-10-S99-1A" }, "r377": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1A", "Subparagraph": "(SX 210.13-01(a)(5))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480097/470-10-S99-1A" }, "r378": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1B", "Subparagraph": "(SX 210.13-02(a)(4)(i))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480097/470-10-S99-1B" }, "r379": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1B", "Subparagraph": "(SX 210.13-02(a)(4)(iii)(A))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480097/470-10-S99-1B" }, "r380": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1B", "Subparagraph": "(SX 210.13-02(a)(4)(iii)(B))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480097/470-10-S99-1B" }, "r381": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1B", "Subparagraph": "(SX 210.13-02(a)(4)(iv))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480097/470-10-S99-1B" }, "r382": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1B", "Subparagraph": "(SX 210.13-02(a)(5))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480097/470-10-S99-1B" }, "r383": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1B" }, "r384": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1B" }, "r385": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1B" }, "r386": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1B" }, "r387": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1B" }, "r388": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1B" }, "r389": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470",

"SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(g)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1B" }, "r390": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(h)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1B" }, "r391": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1B" }, "r392": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1C", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1C" }, "r393": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1C", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1C" }, "r394": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1C", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1C" }, "r395": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1D", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1D" }, "r396": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1D", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1D" }, "r397": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1D", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1D" }, "r398": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1E", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1E" }, "r399": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1E", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1E" }, "r400": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1E", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1E" }, "r401": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1E", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1E" }, "r402": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1F", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1F" }, "r403": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1F", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1F" }, "r404": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1F", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1F" }, "r405": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1F", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1F" }, "r406": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1I", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1I" }, "r407": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1I", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1I" }, "r408": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1I", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1I" }, "r409": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1I", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1I" }, "r410": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-4" }, "r411": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-4" }, "r412": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-6" }, "r413": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-6" }, "r414": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-13" }, "r415": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-13" }, "r416": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-13" }, "r417": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-13" }, "r418": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(g)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-13" }, "r419": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(h)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-13" }, "r420": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-13" }, "r421": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "14", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-14" }, "r422": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "14", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-14" }, "r423": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "14", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-14" }, "r424": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "16", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-16" }, "r425": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-18" }, "r426": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-18" }, "r427": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-18" }, "r428": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-18" }, "r429": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-2" }, "r430": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.3-04)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480008/505-10-S99-1" }, "r431": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479837/606-10-45-1" }, "r432": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479837/606-10-45-2" }, "r433": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479837/606-10-45-3" }, "r434": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "10", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-10" }, "r435": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "12", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-12" }, "r436": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "12", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-12" }, "r437": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "12", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-12" }, "r438": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "12", "Subparagraph": "(d)", "Publisher": "FASB",

"URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-12" }, "r439": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "12", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-12" }, "r440": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-13" }, "r441": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "15", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-15" }, "r442": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-4" }, "r443": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-5" }, "r444": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "8", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-8" }, "r445": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "8", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-8" }, "r446": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-9" }, "r447": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r448": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r449": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(02)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r450": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(02)(A)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r451": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(02)(B)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r452": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(02)(C)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r453": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(03)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r454": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "715", "SubTopic": "80", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480576/715-80-50-5" }, "r455": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/718/tableOfContent" }, "r456": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "35", "Paragraph": "1D", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480483/718-10-35-1D" }, "r457": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "35", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480483/718-10-35-2" }, "r458": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "35", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480483/718-10-35-3" }, "r459": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r460": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r461": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r462": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r463": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r464": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r465": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r466": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r467": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r468": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(02)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r469": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(03)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r470": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(04)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r471": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r472": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r473": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(iii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r474": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(iii)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r475": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(iii)(02)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r476": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(iii)(03)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r477": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r478": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r479": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(e)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r480": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(e)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r481": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r482": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r483": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(iii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r484": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(iv)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r485": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(v)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r486": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(h)(1)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r487": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification",

"Section": "50", "Paragraph": "2", "Subparagraph": "(h)(1)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r488": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(h)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r489": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(h)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r490": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r491": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(l)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r492": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 14.F)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479830/718-10-S99-1" }, "r493": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "720", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483359/720-20-50-1" }, "r494": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "730", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482916/730-10-50-1" }, "r495": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/740/tableOfContent" }, "r496": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "10", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482685/740-10-50-10" }, "r497": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "12", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482685/740-10-50-12" }, "r498": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "12B", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482685/740-10-50-12B" }, "r499": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "12C", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482685/740-10-50-12C" }, "r500": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "14", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482685/740-10-50-14" }, "r501": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "17", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482685/740-10-50-17" }, "r502": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "21", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482685/740-10-50-21" }, "r503": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "22", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482685/740-10-50-22" }, "r504": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "23", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482685/740-10-50-23" }, "r505": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "8", "Subparagraph": "(d)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482615/740-10-65-8" }, "r506": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "8", "Subparagraph": "(d)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482615/740-10-65-8" }, "r507": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "9", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482615/740-10-65-9" }, "r508": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "9", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482615/740-10-65-9" }, "r509": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "9", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482615/740-10-65-9" }, "r510": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 6.I.5.Q1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479360/740-10-S99-1" }, "r511": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 6.I.7)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479360/740-10-S99-1" }, "r512": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SAB Topic 11.C)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479360/740-10-S99-2" }, "r513": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "270", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477891/740-270-50-1" }, "r514": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482603/740-30-50-2" }, "r515": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "323", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478666/740-323-65-2" }, "r516": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "323", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478666/740-323-65-2" }, "r517": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "323", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478666/740-323-65-2" }, "r518": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "323", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(d)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478666/740-323-65-2" }, "r519": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "323", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(d)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478666/740-323-65-2" }, "r520": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "323", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478666/740-323-65-2" }, "r521": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "323", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(g)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478666/740-323-65-2" }, "r522": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "323", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(g)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478666/740-323-65-2" }, "r523": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "740", "SubTopic": "323", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(g)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478666/740-323-65-2" }, "r524": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479907/805-20-50-5" }, "r525": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479907/805-20-50-5" }, "r526": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "3", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479845/805-20-65-3" }, "r527": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479845/805-20-65-3" }, "r528": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "3", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479845/805-20-65-3" }, "r529": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479581/805-30-50-1" }, "r530": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "60", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147476176/805-60-65-1" }, "r531": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "60", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147476176/805-60-65-1" }, "r532": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "60", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147476176/805-60-65-1" }, "r533": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "60", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(d)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147476176/805-60-65-1" }, "r534": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "805", "SubTopic": "60", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(g)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147476176/805-60-65-1" }, "r535": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "810", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "25", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481231/810-10-45-25" }, "r536": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "810", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section":

"45", "Paragraph": "25", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481231/810-10-45-25" }, r537": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "810", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(bb)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481203/810-10-50-3" }, r538": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "810", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481203/810-10-50-3" }, r539": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480528/815-20-65-6" }, r540": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480528/815-20-65-6" }, r541": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480528/815-20-65-6" }, r542": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480528/815-20-65-6" }, r543": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480528/815-20-65-6" }, r544": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(h)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480528/815-20-65-6" }, r545": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(h)(1)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480528/815-20-65-6" }, r546": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(h)(1)(iii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480528/815-20-65-6" }, r547": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(h)(1)(iv)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480528/815-20-65-6" }, r548": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(i)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480528/815-20-65-6" }, r549": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "6", "Subparagraph": "(i)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480528/815-20-65-6" }, r550": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480237/815-40-50-5" }, r551": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480237/815-40-50-6" }, r552": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480175/815-40-65-1" }, r553": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480175/815-40-65-1" }, r554": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480175/815-40-65-1" }, r555": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480175/815-40-65-1" }, r556": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480175/815-40-65-1" }, r557": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480175/815-40-65-1" }, r558": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480175/815-40-65-1" }, r559": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(e)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480175/815-40-65-1" }, r560": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(e)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480175/815-40-65-1" }, r561": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(e)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480175/815-40-65-1" }, r562": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480175/815-40-65-1" }, r563": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "35", "Paragraph": "54B", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482134/820-10-35-54B" }, r564": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, r565": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, r566": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(bbb)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, r567": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(bbb)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, r568": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(bbb)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, r569": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, r570": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, r571": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, r572": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(g)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, r573": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(h)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, r574": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2E", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2E" }, r575": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-3" }, r576": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-3" }, r577": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-6A" }, r578": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6A", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-6A" }, r579": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6A", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-6A" }, r580": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6A", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-6A" }, r581": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6A", "Subparagraph": "(h)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-6A" }, r582": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-6B" }, r583": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "13", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482477/820-10-65-13" }, r584": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "13", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482477/820-10-65-13" }, r585": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "825", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50",

"Paragraph": "10", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482907/825-10-50-10" }, "r586": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "825", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "28", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482907/825-10-50-28" }, "r587": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "17", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481694/830-30-45-17" }, "r588": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "20", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481694/830-30-45-20" }, "r589": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "20", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481694/830-30-45-20" }, "r590": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "20", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481694/830-30-45-20" }, "r591": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "20", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481694/830-30-45-20" }, "r592": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "830", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481674/830-30-50-1" }, "r593": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "835", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482925/835-30-45-2" }, "r594": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "835", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482900/835-30-50-1" }, "r595": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "5", "Subparagraph": "(d)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479832/842-10-65-5" }, "r596": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "8", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479832/842-10-65-8" }, "r597": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "8", "Subparagraph": "(c)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479832/842-10-65-8" }, "r598": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/842-20/tableOfContent" }, "r599": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "35", "Paragraph": "12A", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479165/842-20-35-12A" }, "r600": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479041/842-20-45-1" }, "r601": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479041/842-20-45-1" }, "r602": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-3" }, "r603": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-4" }, "r604": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-4" }, "r605": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(g)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-4" }, "r606": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(g)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-4" }, "r607": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(g)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-4" }, "r608": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-6" }, "r609": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-7A" }, "r610": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-7A" }, "r611": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "842", "SubTopic": "30", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/842-30/tableOfContent" }, "r612": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "848", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483550/848-10-65-1" }, "r613": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "848", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483550/848-10-65-2" }, "r614": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "848", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483550/848-10-65-2" }, "r615": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "848", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483550/848-10-65-2" }, "r616": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "848", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)(3)(iii)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483550/848-10-65-2" }, "r617": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "848", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)(3)(iii)(03)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483550/848-10-65-2" }, "r618": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r619": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)(2)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r620": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r621": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(bb)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r622": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(bb)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r623": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(bb)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r624": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r625": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r626": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r627": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r628": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r629": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r630": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r631": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481444/860-30-45-1" }, "r632": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481420/860-30-50-7" }, "r633": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481420/860-30-50-7" }, "r634": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-3" }, "r635": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860",

"SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-3" }, r636": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-3" }, r637": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(4)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-3" }, r638": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, r639": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, r640": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, r641": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, r642": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(5)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, r643": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(6)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, r644": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)(7)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, r645": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, r646": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(e)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, r647": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(e)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, r648": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "860", "SubTopic": "50", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(e)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481229/860-50-50-4" }, r649": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "910", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482546/910-10-50-6" }, r650": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "912", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "11", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478345/912-310-45-11" }, r651": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "924", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 11.L)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479941/924-10-S99-1" }, r652": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "926", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483154/926-20-50-5" }, r653": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "926", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483194/926-20-65-2" }, r654": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "926", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483194/926-20-65-2" }, r655": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "926", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483194/926-20-65-2" }, r656": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "928", "SubTopic": "340", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478859/928-340-50-1" }, r657": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478934/932-220-50-1" }, r658": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-18" }, r659": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-18" }, r660": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-18" }, r661": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "19", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-19" }, r662": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "23", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-23" }, r663": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "23", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-23" }, r664": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "23", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-23" }, r665": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "23", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-23" }, r666": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "23", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-23" }, r667": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "23", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-23" }, r668": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "31", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-31" }, r669": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "31", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-31" }, r670": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "31", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-31" }, r671": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "31", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-31" }, r672": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "31", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-31" }, r673": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "31", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-31" }, r674": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-5" }, r675": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-5" }, r676": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-5" }, r677": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-5" }, r678": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-5" }, r679": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-5" }, r680": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-6" }, r681": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-7" }, r682": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "8", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-8" }, r683": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "8", "Subparagraph": "(c)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-8" }, r684": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section":

"50", "Paragraph": "8", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-8" }, "r685": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "280", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478657/932-280-50-1" }, "r686": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "932", "SubTopic": "323", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478988/932-323-50-1" }, "r687": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "940", "SubTopic": "820", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478119/940-820-50-1" }, "r688": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(10)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478546/942-210-S99-1" }, "r689": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(6))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478546/942-210-S99-1" }, "r690": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "942", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-04(26))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478524/942-220-S99-1" }, "r691": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "942", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-04(27))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478524/942-220-S99-1" }, "r692": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "942", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-05(b)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477314/942-235-S99-1" }, "r693": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "942", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478451/942-360-50-1" }, "r694": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r695": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(12))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r696": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(19))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r697": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(22))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r698": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(23)(a)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r699": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(23)(a)(4))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r700": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(25))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r701": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(8)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r702": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(8))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r703": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(11))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477250/944-220-S99-1" }, "r704": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(18))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477250/944-220-S99-1" }, "r705": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(19))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477250/944-220-S99-1" }, "r706": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(2)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477250/944-220-S99-1" }, "r707": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(20))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477250/944-220-S99-1" }, "r708": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(22))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477250/944-220-S99-1" }, "r709": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(23))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477250/944-220-S99-1" }, "r710": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-04(9))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477250/944-220-S99-1" }, "r711": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-5" }, "r712": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-5" }, "r713": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7A" }, "r714": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Subparagraph": "(a)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-9" }, "r715": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480016/944-40-65-2" }, "r716": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480016/944-40-65-2" }, "r717": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480016/944-40-65-2" }, "r718": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(f)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480016/944-40-65-2" }, "r719": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(f)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480016/944-40-65-2" }, "r720": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(g)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480016/944-40-65-2" }, "r721": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(g)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480016/944-40-65-2" }, "r722": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(g)(2)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480016/944-40-65-2" }, "r723": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(g)(2)(iii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480016/944-40-65-2" }, "r724": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(g)(2)(iv)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480016/944-40-65-2" }, "r725": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(h)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480016/944-40-65-2" }, "r726": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "2", "Subparagraph": "(h)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480016/944-40-65-2" }, "r727": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SAB Topic 5.W.Q2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479583/944-40-S99-1" }, "r728": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "944", "SubTopic": "825", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477351/944-825-50-1B" }, "r729": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480424/946-10-50-1" }, "r730": { "role":

"http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480424/946-10-50-2" }, "r731": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480424/946-10-50-3" }, "r732": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-03(d))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479886/946-10-S99-3" }, "r733": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-03(i)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479886/946-10-S99-3" }, "r734": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-03(i)(2)(i))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479886/946-10-S99-3" }, "r735": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-03(i)(2)(ii))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479886/946-10-S99-3" }, "r736": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-03(i)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479886/946-10-S99-3" }, "r737": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "11", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480990/946-20-50-11" }, "r738": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480990/946-20-50-13" }, "r739": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "4", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478009/946-205-45-4" }, "r740": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-2" }, "r741": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "27", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-27" }, "r742": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-7" }, "r743": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-7" }, "r744": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-7" }, "r745": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-7" }, "r746": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-7" }, "r747": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-7" }, "r748": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(g)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-7" }, "r749": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(h)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478494/946-205-50-7" }, "r750": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477796/946-210-45-4" }, "r751": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478795/946-210-50-1" }, "r752": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478795/946-210-50-2" }, "r753": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478795/946-210-50-6" }, "r754": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(a)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478795/946-210-50-6" }, "r755": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478795/946-210-50-6" }, "r756": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478795/946-210-50-6" }, "r757": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r758": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(12)(b)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r759": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(12)(b)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r760": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(12)(b)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r761": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(13)(a)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r762": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(13)(a)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r763": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(14))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r764": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(15))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r765": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(16)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r766": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(17))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r767": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(19))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r768": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(2)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r769": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(2)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r770": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(3)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r771": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(3)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r772": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(3)(c))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r773": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(6)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r774": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(6)(c))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r775": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(6)(d))",

"Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, r776": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(6)(e))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r777": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(8))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r778": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(9)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r779": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(9)(c))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r780": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(9)(d))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r781": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(9)(e))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r782": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.6-05(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-2" }, "r783": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.6-05(4))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-2" }, "r784": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479105/946-220-45-3" }, "r785": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "7", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479105/946-220-45-7" }, "r786": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478297/946-220-50-3" }, "r787": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r788": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(2)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r789": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(2)(g)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r790": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(a)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r791": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(a)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r792": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(a)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r793": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(a)(5))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r794": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(a)(6))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r795": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(a)(7))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r796": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(c)(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r797": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(c)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r798": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(c)(3))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r799": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(c)(5))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r800": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(c)(6))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r801": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(7)(c)(7))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r802": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-07(9))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-1" }, "r803": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-09(1)(d))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-3" }, "r804": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-09(4)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-3" }, "r805": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-09(6))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-3" }, "r806": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-09(7))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-3" }, "r807": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477968/946-235-50-2" }, "r808": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477968/946-235-50-2" }, "r809": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-12(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-1" }, "r810": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-12(Column C)(Footnote 5))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-1" }, "r811": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.12-12A(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-2" }, "r812": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.12-12A(Column C)(Footnote 4))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-2" }, "r813": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.12-12B(Column A)(Footnote 4)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-3" }, "r814": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.12-12B(Column A)(Footnote 4)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-3" }, "r815": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.12-12B(Column C)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-3" }, "r816": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "5", "Subparagraph": "(SX 210.12-13(Column A)(Footnote 3))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-5" }, "r817": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "5", "Subparagraph": "(SX 210.12-13(Column G)(Footnote 8))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-5" }, "r818": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946",

"SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "5B", "Subparagraph": "(SX 210.12-13B(Column E)(Footnote 4))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-5B" }, "r819": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "5C", "Subparagraph": "(SX 210.12-13C(Column H)(Footnote 7))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-5C" }, "r820": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "6", "Subparagraph": "(SX 210.12-14(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-6" }, "r821": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "6", "Subparagraph": "(SX 210.12-14(Column F)(Footnote 7))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-6" }, "r822": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478448/946-505-50-1" }, "r823": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478448/946-505-50-2" }, "r824": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478448/946-505-50-2" }, "r825": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478448/946-505-50-2" }, "r826": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478448/946-505-50-2" }, "r827": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "946", "SubTopic": "505", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478448/946-505-50-6" }, "r828": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "948", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-29(Column A)(Footnote 4))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479628/948-310-S99-1" }, "r829": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "954", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478785/954-310-50-2" }, "r830": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "954", "SubTopic": "440", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478522/954-440-50-1" }, "r831": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r832": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column B))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r833": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column C))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r834": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column D))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r835": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column E))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r836": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column F))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r837": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column G))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r838": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column H))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r839": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "970", "SubTopic": "360", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-28(Column I))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478979/970-360-S99-1" }, "r840": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "976", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477332/976-310-50-1" }, "r841": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "978", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479230/978-310-50-1" }, "r842": { "role": "http://www.xbrl.org/2003/role/disclosureRef", "Topic": "985", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481283/985-20-50-2" }, "r843": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "13H", "Subparagraph": "(b)", "SubTopic": "40", "Topic": "944", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480046/944-40-55-13H" }, "r844": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483467/210-10-45-1" }, "r845": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "210", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "22", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483444/210-20-55-22" }, "r846": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483426/235-10-50-4" }, "r847": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(m)(1)(ii)(A))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, "r848": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-4" }, "r849": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "52", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482635/260-10-55-52" }, "r850": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "30", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-30" }, "r851": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "31", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-31" }, "r852": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "47", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482785/280-10-55-47" }, "r853": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "47", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482785/280-10-55-47" }, "r854": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "47", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482785/280-10-55-47" }, "r855": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "48", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482785/280-10-55-48" }, "r856": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "49", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482785/280-10-55-49" }, "r857": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "54", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482785/280-10-55-54" }, "r858": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "54", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482785/280-10-55-54" }, "r859": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "54", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482785/280-10-55-54" }, "r860": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "310", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "12A", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481933/310-10-55-12A" }, "r861": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "326", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479081/326-30-55-8" }, "r862": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "350", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "24", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482548/350-20-55-24" }, "r863": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "40", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482640/350-30-55-40" }, "r864": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1B" }, "r865": { "role":

"http://www.xbrl.org/2003/role/exampleRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "69B", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481568/470-20-55-69B" }, r866": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "69C", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481568/470-20-55-69C" }, r867": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "69E", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481568/470-20-55-69E" }, r868": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "69F", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481568/470-20-55-69F" }, r869": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "505", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481112/505-10-50-13" }, r870": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "91", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479777/606-10-55-91" }, r871": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "91", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479777/606-10-55-91" }, r872": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "91", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479777/606-10-55-91" }, r873": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "91", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479777/606-10-55-91" }, r874": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "91", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479777/606-10-55-91" }, r875": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "91", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479777/606-10-55-91" }, r876": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "91", "Subparagraph": "(g)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479777/606-10-55-91" }, r877": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, r878": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(iv)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, r879": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "17", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480482/715-20-55-17" }, r880": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "715", "SubTopic": "80", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "11", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480576/715-80-50-11" }, r881": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "715", "SubTopic": "80", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480576/715-80-50-6" }, r882": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "715", "SubTopic": "80", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480547/715-80-55-8" }, r883": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, r884": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, r885": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "740", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "231", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482663/740-10-55-231" }, r886": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "100", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-100" }, r887": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "100", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-100" }, r888": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "101", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-101" }, r889": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "102", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-102" }, r890": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "103", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-103" }, r891": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "107", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-107" }, r892": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "107", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-107" }, r893": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "107", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-107" }, r894": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "107", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-107" }, r895": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "107", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-107" }, r896": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "107", "Subparagraph": "(e)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482078/820-10-55-107" }, r897": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "835", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482949/835-30-55-8" }, r898": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "53", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479589/842-20-55-53" }, r899": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "852", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "10", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481372/852-10-55-10" }, r900": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "860", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481395/860-30-55-4" }, r901": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "17", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-17" }, r902": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "21", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-21" }, r903": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "29", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-29" }, r904": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477215/932-235-50-3" }, r905": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477916/932-235-55-2" }, r906": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477916/932-235-55-4" }, r907": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477916/932-235-55-5" }, r908": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "932", "SubTopic": "235", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477916/932-235-55-6" }, r909": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "29F", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480046/944-40-55-29F" }, r910": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "9C", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480046/944-40-55-9C" }, r911": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478795/946-210-50-1" }, r912": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478795/946-210-50-6" }, r913": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477439/946-210-55-1" }, r914": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "45",

"Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477802/946-310-45-1" }, "r915": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-12(Column A)(Footnote 2)(i))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-1" }, "r916": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.12-12A(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-2" }, "r917": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.12-12B(Column A)(Footnote 1)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-3" }, "r918": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "6", "Subparagraph": "(SX 210.12-14(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-6" }, "r919": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "830", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "10", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479168/946-830-55-10" }, "r920": { "role": "http://www.xbrl.org/2003/role/exampleRef", "Topic": "946", "SubTopic": "830", "Name": "Accounting Standards Codification", "Section": "55", "Paragraph": "12", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479168/946-830-55-12" }, "r921": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "12", "Subsection": "b" }, "r922": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "12", "Subsection": "b-2" }, "r923": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Exchange Act", "Number": "240", "Section": "12", "Subsection": "d1-1" }, "r924": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 10-Q", "Number": "240", "Section": "308", "Subsection": "a" }, "r925": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "16", "Subsection": "J", "Paragraph": "a" }, "r926": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1" }, "r927": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i" }, "r928": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i", "Sentence": "A" }, "r929": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i", "Sentence": "B" }, "r930": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i", "Sentence": "C" }, "r931": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i", "Sentence": "D" }, "r932": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "i", "Sentence": "E" }, "r933": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "ii" }, "r934": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "1", "Subparagraph": "iii" }, "r935": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 20-F", "Section": "6", "Subsection": "F", "Paragraph": "2" }, "r936": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a" }, "r937": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1" }, "r938": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1", "Sentence": "i" }, "r939": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1", "Sentence": "ii" }, "r940": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1", "Sentence": "iii" }, "r941": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1", "Sentence": "iv" }, "r942": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "1", "Sentence": "v" }, "r943": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "2" }, "r944": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "a", "Subparagraph": "3" }, "r945": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form 40-F", "Section": "19", "Paragraph": "b" }, "r946": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a" }, "r947": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1" }, "r948": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1", "Sentence": "i" }, "r949": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1", "Sentence": "ii" }, "r950": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1", "Sentence": "iii" }, "r951": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1", "Sentence": "iv" }, "r952": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "1", "Sentence": "v" }, "r953": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "2" }, "r954": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "a", "Subparagraph": "3" }, "r955": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Form N-CSR", "Section": "18", "Paragraph": "b" }, "r956": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Forms 10-K, 10-Q, 20-F", "Number": "240", "Section": "13", "Subsection": "a-1" }, "r957": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v" }, "r958": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "1" }, "r959": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "ii" }, "r960": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii" }, "r961": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "B", "Clause": "1", "Subclause": "ii" }, "r962": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "C", "Clause": "1", "Subclause": "i" }, "r963": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "C", "Clause": "1", "Subclause": "ii" }, "r964": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "C", "Clause": "1", "Subclause": "iii" }, "r965": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "C", "Clause": "1", "Subclause": "iv" }, "r966": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "C", "Clause": "1", "Subclause": "v" }, "r967": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "C", "Clause": "1", "Subclause": "vi" }, "r968": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iv" }, "r969": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "vi" }, "r970": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "3" }, "r971": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "4" }, "r972": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "5", "Subparagraph": "i" }, "r973": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "5", "Subparagraph": "ii" }, "r974": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "5", "Subparagraph": "iii" }, "r975": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "5", "Subparagraph": "iv" }, "r976": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "6" }, "r977": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "v", "Paragraph": "6", "Subparagraph": "i" }, "r978": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1" }, "r979": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i" }, "r980": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i", "Sentence": "A" }, "r981": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection":

"w", "Paragraph": "1", "Subparagraph": "i", "Sentence": "B" }, r982": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i", "Sentence": "C" }, r983": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i", "Sentence": "D" }, r984": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "i", "Sentence": "E" }, r985": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "ii" }, r986": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "1", "Subparagraph": "iii" }, r987": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "w", "Paragraph": "2" }, r988": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "1" }, r989": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2" }, r990": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2", "Subparagraph": "ii", "Sentence": "A" }, r991": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2", "Subparagraph": "ii", "Sentence": "C" }, r992": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2", "Subparagraph": "ii", "Sentence": "D" }, r993": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2", "Subparagraph": "ii", "Sentence": "E" }, r994": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "402", "Subsection": "x", "Paragraph": "2", "Subparagraph": "ii", "Sentence": "F" }, r995": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a" }, r996": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a", "Paragraph": "1" }, r997": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a", "Paragraph": "2", "Subparagraph": "A" }, r998": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a", "Paragraph": "2", "Subparagraph": "B" }, r999": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a", "Paragraph": "2", "Subparagraph": "C" }, r1000": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "a", "Paragraph": "2", "Subparagraph": "D" }, r1001": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Number": "229", "Section": "408", "Subsection": "b", "Paragraph": "1" }, r1002": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Section": "402", "Number": "229", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "C", "Clause": "1" }, r1003": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "A", "Number": "229" }, r1004": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "B", "Clause": "1", "Number": "229" }, r1005": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-K", "Section": "402", "Subsection": "v", "Paragraph": "2", "Subparagraph": "iii", "Sentence": "B", "Clause": "1", "Subclause": "i", "Number": "229" }, r1006": { "role": "http://www.xbrl.org/2003/role/presentationRef", "Publisher": "SEC", "Name": "Regulation S-T", "Number": "232", "Section": "405" }, r1007": { "role": "http://www.xbrl.org/2003/role/recommendedDisclosureRef", "Topic": "272", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483014/272-10-45-3" }, r1008": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "12", "SubTopic": "10", "Topic": "230", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-12" }, r1009": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "13", "Subparagraph": "(b)(1)", "SubTopic": "10", "Topic": "606", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-13" }, r1010": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "SubTopic": "10", "Topic": "275", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482861/275-10-50-18" }, r1011": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "SubTopic": "825", "Topic": "944", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477351/944-825-50-1B" }, r1012": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "SubTopic": "20", "Topic": "842", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-3" }, r1013": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "a", "Publisher": "SEC" }, r1014": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "b", "Subparagraph": "(1)", "Publisher": "SEC" }, r1015": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "b", "Subparagraph": "(2)", "Publisher": "SEC" }, r1016": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "b", "Subparagraph": "(3)", "Publisher": "SEC" }, r1017": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "c", "Subparagraph": "(2)(i)", "Publisher": "SEC" }, r1018": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "c", "Subparagraph": "(2)(ii)", "Publisher": "SEC" }, r1019": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Name": "Regulation S-K (SK)", "Number": "229", "Section": "1402", "Paragraph": "c", "Subparagraph": "(2)(iii)", "Publisher": "SEC" }, r1020": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "210", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/210/tableOfContent" }, r1021": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, r1022": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(17))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, r1023": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "210", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.5-02(9))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480566/210-10-S99-1" }, r1024": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "14", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482790/220-10-45-14" }, r1025": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482765/220-10-50-4" }, r1026": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482765/220-10-50-5" }, r1027": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482765/220-10-50-6" }, r1028": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03(8))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, r1029": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "220", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.5-03)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483621/220-10-S99-2" }, r1030": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "13", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-13" }, r1031": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "28", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-28" }, r1032": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "28", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482740/230-10-45-28" }, r1033": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "230", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "8", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482913/230-10-50-8" }, r1034": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(d))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, r1035": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(f))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, r1036": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(g)(1)(ii))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, r1037": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "235", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.4-08(h)(1)(Note

1))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480678/235-10-S99-1" }, "r1038": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "23", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483421/250-10-45-23" }, "r1039": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "24", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483421/250-10-45-24" }, "r1040": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483421/250-10-45-5" }, "r1041": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "250", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483443/250-10-50-6" }, "r1042": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "55", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482689/260-10-45-55" }, "r1043": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "260", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482662/260-10-50-1" }, "r1044": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "270", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482964/270-10-50-1" }, "r1045": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "18", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-18" }, "r1046": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "22", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-22" }, "r1047": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "30", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-30" }, "r1048": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "32", "Subparagraph": "(ee)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-32" }, "r1049": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "280", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "32", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482810/280-10-50-32" }, "r1050": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "310", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "13", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481990/310-10-45-13" }, "r1051": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "310", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481990/310-10-45-2" }, "r1052": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481830/320-10-45-1" }, "r1053": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "11", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481830/320-10-45-11" }, "r1054": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-3" }, "r1055": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "320", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "9", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481800/320-10-50-9" }, "r1056": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "321", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479536/321-10-50-3" }, "r1057": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "321", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479536/321-10-50-3" }, "r1058": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "321", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479536/321-10-50-3" }, "r1059": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "323", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481687/323-10-50-3" }, "r1060": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "340", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479483/340-40-50-3" }, "r1061": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482573/350-20-50-1" }, "r1062": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(h)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482573/350-20-50-1" }, "r1063": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482686/350-30-45-1" }, "r1064": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r1065": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r1066": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r1067": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r1068": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-1" }, "r1069": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-2" }, "r1070": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-2" }, "r1071": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-2" }, "r1072": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-2" }, "r1073": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-2" }, "r1074": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "350", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482665/350-30-50-2" }, "r1075": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "405", "SubTopic": "30", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/405-30/tableOfContent" }, "r1076": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "405", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477092/405-40-50-1" }, "r1077": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "405", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477092/405-40-50-1" }, "r1078": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "405", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(e)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477092/405-40-50-1" }, "r1079": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "410", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "10", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481931/410-30-50-10" }, "r1080": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "450", "Name": "Accounting Standards Codification", "Publisher": "FASB", "URI": "https://asc.fasb.org/450/tableOfContent" }, "r1081": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481544/470-10-50-6" }, "r1082": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481544/470-10-50-6" }, "r1083": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1A", "Subparagraph": "(SX 210.13-01(a)(4)(ii))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480097/470-10-S99-1A" }, "r1084": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "470", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1A", "Subparagraph": "(SX 210.13-01(a)(4)(iii))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480097/470-10-S99-1A" }, "r1085": { "role":

"http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "470", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1B", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481139/470-20-50-1B" }, "r1086": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "606", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479806/606-10-50-5" }, "r1087": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "715", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Subparagraph": "(d)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480506/715-20-50-1" }, "r1088": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1089": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1090": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1091": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1092": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1093": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1094": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1095": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1096": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(02)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1097": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(03)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1098": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)(iv)(04)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1099": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1100": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1101": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(iii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1102": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(iii)(01)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1103": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(iii)(02)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1104": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)(iii)(03)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1105": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1106": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1107": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(e)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1108": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(e)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1109": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1110": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(ii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1111": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(iii)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1112": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(iv)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1113": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(f)(2)(v)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1114": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "718", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480429/718-10-50-2" }, "r1115": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "815", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "25", "Paragraph": "6A", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480682/815-20-25-6A" }, "r1116": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "815", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "65", "Paragraph": "1", "Subparagraph": "(e)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480175/815-40-65-1" }, "r1117": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "35", "Paragraph": "54B", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482134/820-10-35-54B" }, "r1118": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r1119": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r1120": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(bbb)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r1121": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(bbb)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r1122": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(bbb)(2)(i)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r1123": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r1124": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r1125": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(1a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r1126": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r1127": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r1128": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2" }, "r1129": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2E", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-2E" }, "r1130": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section":

"50", "Paragraph": "3", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-3" }, "r1131": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-3" }, "r1132": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "820", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6A", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482106/820-10-50-6A" }, "r1133": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "825", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "28", "Subparagraph": "(f)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482907/825-10-50-28" }, "r1134": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "835", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482925/835-30-45-2" }, "r1135": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "835", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "3", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482925/835-30-45-3" }, "r1136": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "835", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147482900/835-30-50-1" }, "r1137": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-3" }, "r1138": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-3" }, "r1139": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-4" }, "r1140": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "842", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478964/842-20-50-6" }, "r1141": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "850", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147483326/850-10-50-2" }, "r1142": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "852", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481404/852-10-50-7" }, "r1143": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "852", "SubTopic": "10", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481404/852-10-50-7" }, "r1144": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r1145": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r1146": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(c)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-3" }, "r1147": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r1148": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r1149": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "860", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481326/860-20-50-4" }, "r1150": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "912", "SubTopic": "730", "Name": "Accounting Standards Codification", "Section": "25", "Paragraph": "1", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479532/912-730-25-1" }, "r1151": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "942", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.9-03(1)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478546/942-210-S99-1" }, "r1152": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "942", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477268/942-320-50-2" }, "r1153": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(15)(a))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r1154": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(16)(a)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r1155": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.7-03(a)(2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478777/944-210-S99-1" }, "r1156": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "30", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479432/944-30-50-2B" }, "r1157": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477363/944-310-50-3" }, "r1158": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477363/944-310-50-3" }, "r1159": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "310", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "3", "Subparagraph": "(a)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477363/944-310-50-3" }, "r1160": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-4B" }, "r1161": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4B", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-4B" }, "r1162": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4D", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-4D" }, "r1163": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "4G", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-4G" }, "r1164": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-5" }, "r1165": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-5" }, "r1166": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-5" }, "r1167": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "5", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-5" }, "r1168": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-6" }, "r1169": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-6" }, "r1170": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-6" }, "r1171": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-6" }, "r1172": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)(4)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-6" }, "r1173": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)(5)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-6" }, "r1174": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(b)(6)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-6" }, "r1175": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "6", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-6" }, "r1176": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(a)", "Publisher": "FASB", "URI":

"https://asc.fasb.org/1943274/2147480081/944-40-50-7A" }, "r1177": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(b)(1)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7A" }, "r1178": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(b)(2)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7A" }, "r1179": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(b)(3)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7A" }, "r1180": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7A" }, "r1181": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7A", "Subparagraph": "(d)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7A" }, "r1182": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7B", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7B" }, "r1183": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7B", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7B" }, "r1184": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "40", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "7B", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480081/944-40-50-7B" }, "r1185": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "80", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(b)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480109/944-80-50-2" }, "r1186": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "944", "SubTopic": "80", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Subparagraph": "(c)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147480109/944-80-50-2" }, "r1187": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "205", "Name": "Accounting Standards Codification", "Section": "45", "Paragraph": "4", "Subparagraph": "(a)", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147478009/946-205-45-4" }, "r1188": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "210", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.6-04(18))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479170/946-210-S99-1" }, "r1189": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-09(4)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-3" }, "r1190": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "220", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.6-09(7))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147479134/946-220-S99-3" }, "r1191": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "1", "Subparagraph": "(SX 210.12-12(Column A)(Footnote 2)(ii))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-1" }, "r1192": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "2", "Subparagraph": "(SX 210.12-12A(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-2" }, "r1193": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "3", "Subparagraph": "(SX 210.12-12B(Column A)(Footnote 1)(b))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-3" }, "r1194": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "946", "SubTopic": "320", "Name": "Accounting Standards Codification", "Section": "S99", "Paragraph": "6", "Subparagraph": "(SX 210.12-14(Column A)(Footnote 2))", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147477271/946-320-S99-6" }, "r1195": { "role": "http://www.xbrl.org/2009/role/commonPracticeRef", "Topic": "985", "SubTopic": "20", "Name": "Accounting Standards Codification", "Section": "50", "Paragraph": "2", "Publisher": "FASB", "URI": "https://asc.fasb.org/1943274/2147481283/985-20-50-2" } } } ZIP 85 0001477333-24-000070-xbrl.zip IDEA: XBRL DOCUMENT begin 644 0001477333-24-000070-xbrl.zip M4$L#!!0 (/B" 5G"BH^-T-@" &YY(2 8VQO=60M,C R-# V,S N M:'1M['WI=^/(D>?W^2NP].QT]7N@"@=/537WL22J+5LER:+*'L^7>2D@*<(% M FPWO_R_UG]_3_E\G]_>[J3KETC'% GD*X\2@)J2N]6 MT)>"/I7^X7H_K3H%R.?G;E#D>>]=H/)$W1*LEER;?>9:U!7A1= MH^5ZHZJ6*S6U46YH:JUL:+T&4>OZBU&IRJ^7BMY4J^1%*U=?S$:Y0FFEW%2J M9KE1K^FFV21P;4,V+S6E3FJJ3GJ]EV9%J3:;FJXVC;JJD@;<7E78<_L!O#.\ MM^-?4L/\K=0/@N'EY\\? +YY]X5/CXM5]^PQ??,8%E^(+\4O3FKW6]5[A&J7V M.?IR^M+)E>_O[Q?35^N?+<A7WXE9+AXW_B+60(LW'QFK?AMD/$?.2\MW*YI:7\6 Z(KD!X;MAN;,Y>R3GDT\>F&X T8&I:8K4^^7?O=5 M+ZQ55GWKB^&W[^XYJCUU;3>)#\8V?2WDFGY M0YN,+AW7H; "Z^,2+Z1>]*=EFM1A? \+W]Z!Z/,N(%O 1/-'>;R6C#'!QR #O M1*W+-B@G$Q74C4U>2U+$@-]*P+'+GO5!S7*/V"@ %C"\5]9JI=9-^Z[;^?IY MY@E;/+#CP/N-KN")'K%O'9- ^_)6.QO>OEUH*H+52K^NZOOM#$JU[8_D&L1_A M\@<_\\8,:I=;?M*P>\$]*O-G;-TLM9.CN#[@*/6_F_AW'O(8-)'D""%>K M#-(!TK_D(3<>,5"4I- "QHD"%>J6YQVHUD%.3&M8 ./U;J9ZL(M9IE]?T M);@%E>&Q%P9DP^876"\VC?[$??)91:6CVN%7RK)(IM5%?AYH6BUNMJH)^M, M%K;]0M7#+52+%MJH-E5][X5J!Z2HSA:J5#6MML5"??J*SYI?Z0Q!;^]OYE=Z MS][OH?"_<+80WS-XNWS\L?W>MM M[P6JJXN+&-\3- @++I-.7,K$G@>OM^-B%W^.'U]1Q!Y:3=MM-23-SB\^SJU_U MUK%,I3]V"']N14.3C!9NQ6!S"=]L=:,%02[*2J(Y'/*]NWD7\!%^'?/HI[$Q)6FVJY7MW^=W<_G?SQ> MP>S=AVS#3OX%UJH7X- ['MM2RHL+_2WXW^6Z\3'/JTEH9#:K9;Y)_)P_Y///> MZ630#DV&^&TB-D7_-.%A'T/;,JS@.T61D$P+OF5^YUA!=P-X);:+V,3W'WK= MP#5^MC\LT&C))5? N8. Z[/MV=*.OGU/O/R;%>!D;,"=R)H*8WO6RVAB_7OS- M+O363X/>WXI"[PH'8C[[9M.2N\^;5?EZ,STQV?=_L]IIR,AA=5*&]*X+>A]5 M_# [@$9XKLIZ'U4?*L*!UO3O&U=.;YMK7+G8^B;TT'/D X'=S)VH,.F MOE:6=.#?^._\$6(,VQT,70>C86G*B&FI-;JHJ%N\GM&6HQ[<[SAU5A]\M\N, MU0=WQ [,ZK9I6AC0)O8CL[8W>.H8[H(7AQ<%]ROQ>C7_WC?.M M] !6$P?>E79P+_/4<7$ $XL'7!SXP'9O&??\S;>..!2T4/7.1BZ?' M.!&&X,]V.DS072MZ&")W5A*14\0I,_H7/?!Q[(A39H3G/W/.H1UR M(%Z(L S7IH6>701.%Y$6KDV++%DM@B?YTE_$0W(BO AQ\,,+SHJVLWPUX:7S M9S5Q4"*G%]VESQT7ATYFY82+HH<:\DEFY<2LHHALB=U0>/.&7&ZJ)'/'**.&5&_Z('/HX=< @XI09+ [AKIL_NU41D@7.K*;,^YTK1@P6YL[HP+>V5HH<:\K&:LJ-_T8,(M1[::,B-\M>A!@/RMINQX(;QT_DR+^:KS'&;*58ONTN>.BR-T9N6!BZ*'&G+K MS,J#644/3QR_,RL/+A6]GB3_9%9.C!-A&?YLIRDS6QDX>Z-5$9($_]VF^-"R'R9JUHD<67BAZXR#_BE!/CN U#/'HNO$@P>K3!+FP[)O)O MB/?X-L)C)F? 9]TR-ON/:[NMH?%E1\]4U;J,#'7'-@+D"[%P>XC0]<]8GS"NH' MM!,>S K;1\QH+NM1[LPQZ9_76Z:H"0X"#*'V=N["&[P63C>YWZKYZ M9-BW#&)'# (I/];W\T3TD)W*89%?GMM;DRG4,BF?^HIW^9/D_TP1FPJF%R[,2 MX)1U?*..T1\0[^>\G?I&G9#>>.X ?A3@>:;_L(+^5>@'8/QX^R[H;"'*77 J M? T[DTRE8YS8<))2%@&@$4>XB4_ES(B<;C]NPDU 6 J(11+F+N>7/B7R":'5N M@VA"60B(1A#E+LJXAA,)'CK?.Z=Y4DV=NZAC=AP1^NFDH- HH6L#SB,HC'T>Q MP5W@4R@/[I5'3E M6@#TN)9'#HYC@[M J% >W"N/G*!:M(#H<2V/'!S)!G>! M4:$\N%<>.4&U: %2_+KM6^21&/ XS1]2>YBI9DR1:B0TT)KT<*FQU4A.7F4 M18N<"A7"A0K)!ZW-H@5/CVZ%Y.!7-HL6/Q4JA L5DA-:BQ9"/;H5DH-WV2Q: M%%6H$"Y42$YH+5H@U;#=T+QDO9C37S[15_CU$<:VY>!L-KD+K9ZKC OP;@_> MH@5;<^513JXH=[%7H6 $>#<%;]%"L7EO GDXJMQ%9H6"$>#=$+RJ4K1(;=Z[M0 Y^K*IP%[D5*D:@=V/T%FTQ@\Y")0E4KT"URETPNHC,R\E' M4HL9I!8J2:!Z%:IY#EX7AGDY>=UJ,0/'0B4)5*]"- <_1[!V9=VUYU CLT;,+ M]_##DTUEJ3P'DH_%.Z$E3PS4)QC>XME!(!5=(>8&:Y["V !#_/K\F M0NLG J"0^D"0 6P@7(*6P> !7,YUV)>/-$!L1S+>7VD M7L_U!@1X^?!B6Z^,FYV/(1CPU'RV!G#)0Z\+G_H]8!M\UTWH%_'XZV%N?&&Z M>)]8JNN,?X=]TAA_4P3<"7R6 Q"#:Q<54O+-;GCB-Y1._'[;,?%_\)3Z-U ^ M3N#/J@#\,GLY/Q2I^0WP9D/JC9]W0RSO[\0.Z;?1=TK\T&.-QS<>_2,$53^: M??#XXJE+_2=JA)X'(IC5DKX1&R6]VZZ MS!^HHG"OQ 4>,__PQO0SRC/[H#@]A> M H9;9Q@&/KM"+0X&^(T?GS@&.%1-PC(VK<*5:'!EX)^/G'(D)]SFQ HE)T6/$PN!& L$MVDZ MK@1B+0Y^=)\]!L11 4%0X39!QA<("JB?=L"EL*K'7Q!8E"JJH] M42IL[;&4B"2?L+6+(+(?_,A'561!A3DM! $$X:S3GASQ0636"JH: M3MZ6K(HTE[EBX!3D7L3- AU7@"Q"FDMLH\=" [<9'+%SY0T-;A,88K,X&@:X M36)P,2Q1+ZM:65>S(36WP7$Q+)%/.R!+]-6X#3WS-J%.V!V'AB*WP5_>H'C> M=DZFF.,VT'WJ53QP"'JDE8AF.QX#: S96E)F3TG,T';F/J8EBB M$(9C"P.W*06N,IY<#O;)% ? VK<*5:'!EX)^/G'(D M)]SFQ HE)T6/$PN!2 2BSFV:CBN!X&_"3Z8@X#9!QA<("JB?SFY88J9RP6T2 MCRNY$%;U66\>W&8Y"R4DPJ0^#6G@-KG)E33P/KE>N\42^P8 .\=P/J7X<4:%/+2O7= MNWT2+Y MGZG1=US;?1V-+RL."[@-,&[% I E$T##9%;!W[ZZE&_0-L-M[$TWKF0Z>[# M;:1H*RYTW5[P3CS8"MZH[19,'7$;&^&:!9E* ;N([;<1P M7?.7ZQ3E6">XF6,*;E)R&]WQ'B4_[KFW>#H:>^Q;%RHLC%Z?A/!^?"9E* MPFGXSD^P0--B^:SD=W$^L_U"'--E?5$/WK7E#UV? V,61D=/PJWEB3Z;2E_*G<1AN^A;[E4-]O&\ XWYHO=/I&?/SH M?ZCGGN;.IG(;=+BQ'"N@=]8;-6\=,+U>L?RA[?LT\+^-OI-_N=Z53?RYRIA8 MG*@YR=D_6:_] GF[*KQA)X9< MA7[@#JCW1&WFZ?I]:U@@9G ;:>!9/V7* 6Z#"9D94R>C$;DP\;@-7K"0^!6L MUB-&$!+[F7J#:/F V0IN[PX9@2W,0=1ZQRS&USA1E9:6>,V1'>[)[1 MP(SAFVG@.6SLI8$U;L,?.6,#'Q\] C__-OKA6'^$ 3?*SAO/G0-:A#@.H/ MSKI-0&!S"VQR&P J(C:? WS,S;04V-8W;6%C.V.P&0%.6,T#OYJ'7#5SCY^)D M*M>)O)_L1,*SWL >?Z.3=W^R_)\S-CL9#K$MV+8S&XS^Z$[[DM/R(60M.UGC M-NHI9$W(&O_N'[6ZCWT+0#A!%U?@- M7@MV9Y_;TK@-F@MVCZVF[-BM0_NJHA< O]Z(R]L<)=+$'J#&]># MVZ"^P$;>P^@JW$;7Q9Z2.S:XC09? >=2T@AMB6#8L:WYL\IMKOUG.Z^Q%Q]$9 M=Y9#'WK1DP\:JZAD&+:L9;[2 M.Y>LJV?AB+7<1AEST-"^%UP^8=U2]#3\YW?+L0;AX!24P[PC4=WP'- U<+3GC>40QP"$XJ5=M^<=P[HJ MBA8N*BZYC?_FB,LHL/COI"YF:$LW=04-0*FM$YJZ2]LCDV MLFSAJG&7$A)-Y5Q!\OA=A35NTT;M=^*9BZ#H# (:V.Z*4-1D^L/GVATX)9S8C MLL9MTH038F?9Y5/C-AN 1_#B26[3J@>/XPU&MXZ!MW^C>(FFJ,WB0)O;&#Y#1VD:I0IH]#_AQ7TOQ/O)\63J$PV M'V/O@1L8/WRV IL^]&[AGF^6&1)[$EKL?% CQ-W[H=>S#+HN7+NO?Y;3C,(Z M=R$#7C$1+> AZ%/OKW24:(!#'Y6;%RR*XK9/<67*U& 793:1)]OY0QG$G?-H M)*P7);9P2$0(]1"#@=O8!Q]@."/[@=NXS-EO%/KF2:BY2_=#1+%B1X=%Q-^I M'UC.ZUQE2)]X]!OQJ8GU&/ 3PN;]L=5YL(8^75^>450KHEA!K9W D0%K\I@^ M5"]*K"M'UN0TX*5>E/A8OE*3AT)K%"NFEI?4Y#'"HE<-:Q6'.@&'ZC6!&C M?- -5/.SWC6(%=#AB6$Y60*-801>.&):7;5"LV A'#,O+8BA*Z&*7//3&S\KI MN(6T.JKG=_>Y[X8^<4Q XKWET(!29^:M'T//Z!.?U5B=J!HI2LQ$H#(/5.:E M*XL2+CHH*KF$QZ$\O*)$H XXT?XC]:+NHU'Z#7B95I>7C'(;-CEQ?N\Y)G;.-@1]/I< MOQ8K@FX[9DH;UU/WA\^^/E%IYS:R=I8HR$L7G&>L[D@C:;F0_.,SN7!X;QD MF-MXW+?0MQSJ^VWCC]#RK4E^)-+"X%[A1_]#O2,, [LKAV"E=Y39REB=G9COM MJAD-ZM8U[L)6.-!RG"#\G;JO'AGV+6,_-0-G< ;7?[H'HZZ6?4QZAIWP:"\ MJ9OAD'E=XR[$LH:ZB1ZY=YT? A1FWI&O<13BX(?...:/YL?5QZU'=#SZ!^],\^ M)29;CVF]M;["?QCU+4VIDYJJDU[OI5E1JLVF!MNC45=5TFA4557Y7U0PD]_X MP<@&+@PLI]RG>!+L946[J%>'P9=WRPSZEZJB_-\2N[3UU1\2)_F!X=JN=_DG MX)+2ZWWIP3K+/3*P[-'E+\] =E^ZI^_2DSL@SB^R3QR_[,.;Q1? ZUK\IW!B> MP?[Y'C]74;[8L%DFZU UY?]^P;!6LBW*Q%ZGNT]UOI M3^N)#T["[,YYW*[D]B3'7"?ROGPEP!(F;,&:!/>S1EH,"<*G7AD%I*3-@X8-EP]72J8; (C$2Z@^):8+[M=*E(*KO-6'):7U^\S_.,#LQX$9\9==(D,Z)7X XO@?$1""-"X?E=U,L<"K4Y M*-13H?#C_O:Y[L2\WCEH/5=CM7/YYNGV\[7:E]?

RUU_OOJS^W[MWSO2U5NKYLTTMVL/G/M8N*6EFYYVV\?=8NM$9MD^USV5Z9;(7:\ ,WPVF)M6EO MD03N\/@XCLR*K:7W;R'Q
!3VZ(D.72\H26P*80#V]T=PV;,^J%D.O' LX.!V M_M>?FO5*[>[OXI/74>'YZ>I<;J3G/W>DJM MM)FVN7$]*>A3Z8\$,U+DY4D4#'ISAZWCD?
V\$T5,9Z%GPB?E =RBCS\KFV14 M'E'BE:F30!%<\[^$#I5T19;0[9\'I,3-_KL9=5UOGP4+E2Y4>F*0>? X%J%? MKM-[Q/;'2KT2*_7**2OUYZ?V??>6J>
[E6OV__J36E"]GK-J#,782W=[SW$%$ MED/\5PK<0]QV$TVJ\T-]'*EJ^1C@E7H6J'$GQ CMI21ML:=V6-CV!GY^SWZ= M"'<5(]!J66\J>G-
ABXS^[QS,,XVL>3E591KOW+-6;9^'OU4NN:VN0= M--T>9NKFV8QSX](S^;B-$]-19_JL'=$HM;1Z66DHU8:V8$@LVK^9>5Z1QBCQ MM74U*
[AS,2A+8#F[>*B4]*_0LWS3,ICU[/;XW7C9ZJUIH60OX;T2Q_HW^_>O M6\O# >6J8*BXO7BZZ%Y(<1VIEZ-
UO=%Z9V5>BH0^C?]%=&MW*#:INEAG6/T M/W=P2S51@4W,;JG2L_ON^-0QI6[@41HL<:HF_U>P..2.!+N"/Q\\I,TX&:B4
M6EU8_@V>MFOYACM/*7E7YC#%^^]@HT :FQS$P(;5*^ PG"Y8Y'%@/%NJWET
MX7'V_UC#R)R)'Z656LV*JM3Y#4MOYJA^BM\2G;.A!^2VAL26:'+L.GR,YZ[[M$@&!^+81YVZ-DAM=ZJ=5H-.8Y_>L6@,)I0/9CWW7F MHC?
8>M=LZN6J5M=W0M)1J+PADB8QC/_Z4T-3ZU]*: V'>)KQS$O&1Q];.< M4T "0Y^L@5/Q/6[^K(*XT&C<'A.'9*A'36D8>GZ(L9G E> *9C&HVJ>77U$[
M8/RX;027A:JMTVL7:F-U;=W&T00UL_R6WKQ0E4/EMSCS4Y^M("HC[1"C+[MS MQ?9+._'V?AYAZJP[&KRX]DF]VGTQHHCH_A
M;J^_4$6\980EUJ8C57MA]$;L M<)^0URD1,A:F2);&5*P!%#O/@D0S6$OD,'T'H1;Q\2@"Y5>1I+1IT#J M
19SOOOAE[B4^&98]N*SE;"5$C^0FHIDDI%_,5,6L*6#?Q5Z'MPY*J-! MM1.0(/3' M,HM?Y)_06W+"Z0G'[PO2N-*VPV\OZ+ $GD#;!E8
4!5I3V2*"C.D72+.I08+%!P30(B87W"/%@G]YAV+YY"N+*B5!&*8B=A2? M[):?I4](U/H73= MS?.&%W"42#8LFTK$, !>'D&,(,4]U!*IGTI J7+J%_X <
E/\1)A!OX,@ 8C M&94BW Z4")+H57KUW/>@GWQ] 3J2LK69M&M++D3%&%^\9*W)E9;#Q"?6^MI+68O^C)7^M*:_R,=;;S0O=*V^M;.N
M7NC*=OGZY;6H]4HVF7^M<:$V5_OJ.;U?\X@%LN.$W''URDZ9;MR$O"L0Q5?7 M&Z68QNPB)J1&?-'$2L:A$7?
I(G_XXMD\B3QN^^"AU((WXK07L7!RO*]\V<#E M6]5QG#4NQ'U.1X7?IYEMIR]$0H'&Q.DNLWY/"P/;6BJ,+,GHK;5]/#AR:9-& M'J&Z\
[_/AJJ[N"]8>%GMI/O8YZV0$J+\SFAR%9%DO6+2ME!,? ?M>RM"15B\ MDAKALGIIL5,6,05;QW%9P#/THS 3T#_JIT[IQ7,]]BQ[A]_M^#1\%C)@5=S
M<>]\LWQF.SE8<$=L=%&QT!XOQNE<)O%,7*R.,M<5LRA?R+CY,!,G.A4(XQ^ MG]IVPD'I$_"%Q?FBEB,6A&8!M#2:_#J37/@GO$5,H[G8[-:
[/BYI8]G2UX]D MF&?5W("TH1O![-*C-CMM;F%DVB0NR$)\RN0GY,5W[3!8_I/CEVBE0T-+FTP6 M_;?
O333W*RV_>)3\+),>K/62V.]DY&.X3,R8*\J,.1X449NE"/X2VB-);43S M*<;5SC//*@XG')1-EW$$;PBF"M@?<"]EK$8JI9:NZ'*M7I5KDT[A9*TM
M*5ICH@8G6O077THJ6(RH@L5G=0/OU /&3=;#TA=;4D _*@6J0(&&K&AU66E6 M=R# M]4$R"G3U]^_[JMGTG@>7V\/2]_-I*TBVMJ>)K:=/1*LC%U?
M"7L\X8IU)7H_&AA88+18)K.OONPJ=H>8[+4W7$NMVX .)/50$\JV,5.$],?2 MWRRU;L;!Q_$I!;[T*71(:%H!-7_-2@%LJ]$]?-5T?.I*5>UI>;+TV"O8CJ6-
M)3S+=]<6TKDE*S$)<^6BG8]) OB+;0VLVN(;L4%HJ=3M4PKB2EB4@W&]6*^' M\V +N&Q)+^"BE0*N.0K$LDCD-378,3A1DD97V5?
X2O/A$[$[\;L[(4_%[G0: MNU-UZ>XT94C"MO0PI-%C)OU>S_ 46KC]"EX8%5'7^BCBTK^[K)>J$TU^+][Z MBV@J5(MH*E0+:"I49TP%81@4SS #C:%87
2AD%C0\, "Z8\VL>#,M^H=.?Z M?N'V)7C569LF,1!F=MN94T\2#:6+P%JQ-%0#ATD*%74**DI7-U11K$ZI[]KP M"/\7J?-': 6CHBDI?
%FAI,Y#22&O554HJ9-04O5-[2CB]Z4;VWV?!%B*IJ+@ M54$A%7#54I'#*O@"!0RK,+H7+:R"BRY:6 77+,(JA;8'@(-J5=@#IV /5!2< MNA!0']O_EA@&:
<4\PH0OE,@BF]7:?B++J!_:\ZE>H70*I700!_JR8,\) M*!U=*!U^P*;JL,7]#0<96 %KZF-J!#ZPDW^C%K)=/\3V3?+BAH'TG7@_:2] M6?
Y/H5H*I5H8MZM[QB1YUBT5H5MX0IO.HJ:!!TQ@>N71GC^<^=I[X[(>904#[<\;\&BJ9 K\6F66G?T ME=C1WLM.V/CA6R<:2 FW$CJC8#JC<>
(ZHR9T!D=PJU9*K__P MW)&>.K^WGZYO[W^7;AZ>_@%_EN\>'OZ*_^X^MY\[WZX9 M#T#_6TCP+'-[)$4GUDNN(]V QRFI2OEC$;$BL8FO1//+-
NN^S,^&BAI_\,C MA2R']?P-*''P6VQ;C@\'TNKMY/B#J8A8VPCP4[6IZS*.#B0#=GR1'/4%)S]5 M.RD_G3Y,)[Y'9?8>[WT+#VF?K-!RWES[C1T:CP&Y%^#?
2[X[H))!?.K+TL@-X4\']!V>*-P;K2+\"S5(? #4*.&4].[B M>4WLG'GB)T=_#\AH_NCP=\NV%XX3[[NA;[GA,63)T.LR6MSL>(-
HNXG/.RCC!G14HC%838[1/M:#9^F@5BY8A1 "D;Q8 M-N8X0/]YE*D=IDB'KQXQJ30D[*@Y(_3!&*6>O^GQ;X+N6]"=! &>,L3.\9LG
MN!S+!GYHLW/GI[YBQPZZ=*/9S$,?X*[RI8=RC6+9@$4U; -+\"#S=$5($> MVA2PJ0"[_*BW:?S)JX>3JF _[%D!,C3Z=\02>B8<]'A?.Q6 ?E)
(UWK#_$ITYJ8^+X+FII9DWWJ>O$];2M& M@I#0K!@_2A>@+[1]#:+#P#7/>$@ M':MG&7B LFGY7CAD 1Z0)GCX MFX6LL=&" <[AJ2]!'Z3MW_!38H#
(,\-T02_'L4,Y\;5!J,,HT (<-RCLI:"3 MB66CT15K@C%DT-!EME0P!@K*/8NY")/W$%80'I5- XS ,8[V0@RB@?1%GT>F MSX#UUPKZ'\9+Q_W-
9'^2H05_4*/OP*I>,9DH11%50?K#0#*#N+?EN.X;[B; MX49D@@:RW6'DP2=6H^! 1AR8CI4R<@_&,T9P/XC=
<7"\1:D=S6G"N"RG_^.EAH!=%HV=CL#VR_%A$G'@T.DKJE;I#%X2(*:@ M)W3CL!?/#6,K_MWU;)-M_\09X;]\&N6>&.])=#U;B.M//PK#)2FWQL@86\#,
MEW%:)TFG4)L:$T3%UZ,CZ""N)HHTLC1Q75&BR,0O;)LZK[C" 3$\-\T'?;7=
M%TPO37LAL5^:F,9C.^@768*UF2[[BX40B!/0$A4"ZI$WUV,YW0(+&@<0MY PO6DS[==A]_';,LNGH"5\P0>8 Y)TZR$L]#R,9I MDCGQ$GP^
)_=7@_XT(@^'T'D"PT IN82?@"+'3? M<:*!Q"KPV!T\BC5.+,>'%2P!1LBC![WWJ2.9H3#:#IB&EYE=]8JV<1)E9J;< M3SK">*2/]I8]987A[@\BR/;_G@7^P?
@BP:5#FM;X^0L8O$*?'8+,DZ"Z9[DA MN,N@ISSF<9NT1YF?;V"E0B0B: JC,+Q;/IUP"'>"J8)0#3&5AJ8$S+C M(+@]L"G]7,[#K M4?78&.?#=")R1.,E*#
M^#X-_ LNZYS_Z8925$[/RI)AXQE)X1#VL!7U_ 1+^ECU>>(\SS077$C_P,0Z M1G6)'Q6EK+K;MN740P^\00_>?U(*!9XB[.8+F92X#C_Z-QN-/-
L$P3;WJ(R1 ME;"_PXJC,GQ6N@/ZD&*. $VQ.#PM3]5%CN/AXH68U#<\ZR4A 1;@KR"8A7'^%WPSYIMA?X@\VQPR'4?M14.B M%IZ!%07,6
FLP(9/XQ:!Z<%229< TSRV3\%!\^AF7+J0'H!LTS<;5[Z_PN\(M2 J-J>ZX4=IB*K] /RP_D*+T"JN[8=Y_+WJN%ST-%S4%W!<:18P!F&B+89N-
M@QRTV$P*[*E)"!@]E3TRZJV)"HV39S/@XATQY(#RA04>.T7FI3^FJS=QP"(Q&G!R+18>"C*R\PS(^*8%LL7)&(#
M;Q@7.R*$%K3/\F7QN4\^KR;E%N(;M^2YCLT,BV0OFE-V2=*3:>JIK=>C[%D, M*Y M-9:86)-!0DG-' .E1YGEV\/*NW'WGCE&)?TPZ)!M&AYE-
ADKZ+/).R,5:BDF M50S3L):DW!UO'[>E37K2Y#@Y/SGET8:=[06T'52'A&LW85/,)@# MI5-C) MWF7=K:)==
4#33>VVB+RL9=)^O^FZ\D1!I'IPPS6*&0 *V6:$Y/G\'Y)) '^ M]2\7:(&9=387(F[8>Z-^,-YID)X#0!Z?PGH+NXR9&&=3Y&**-.DK'1M[TV9. MTN4D%?F1F-
;&)F8D\CG;P1 M>##N3BB]B_I@$V&*D =Z ^XR90^[1M+!R,#!TF4T"2HCJ:9>>]9,@Z>:48T9;+VL.3FVO=GNBI98R/8O M
O]Z)/09R:"Y:!08RTF=DRZ7F)<8:@-=^\Q[%&VQ[0<\V1J_4OX8CEHW3J8 M.]?2TVWWKUVI?7,#_\21 @_GJ1O/[JW]YWNXE"!E<-%CJLHD+>H5&.U M?
F6#W26UT3H=N+@(U_B9M.6#%0FFMH>6>^QT377#,2L'W'R4(;"V0?;<=T0: M<]8&P+01*&L:&:))"SSB-A;R:?D:F]4OK$X-
[H<(!JC!GK*PN432Q/PB=+8B M;V_\R,!]I1LIJ@OI&]*'"52TU+AGQ9_XQHG?(4=I18=]'ME$D;TY96C&_5)V]C[[M;I&L,# "PB@*ZR4;[874
MCC>QY6,@QLJ3N: .>2>LC2#N-HB^BN,C]FB\(R2N>$)".?+B;-_%60W(@PGN MDO@!N]M*0I^%SR]BJQG$5I/X()&
N0"4$3(::P2QN88F9="CA,F)6335HNJ# M6;#8H9KXELS4%:S*DE7H#8&6!MT3AVJ2)N^X-#V99C/%MMC B^>*3/663\^5 M$4S*@$GMY?
W"TT8*^,0A\F_<*NPZDUXSIEMG>A/C[/6&/8KQ'C+>(!+O,RKY M84B)]]:)P KN9\']9XX[&#AL6DCBYTD4'NPQ)V &Z,I.@W$(.PI]K+8]U_4G
MR.,N!S.,:T98DN4CH)&I/P[^82HH-J;PP5-2%2O3Q/J*8Q(32W:)@9MJ#+,X M M)MHL56G%+O-+U*Y/36$V9,&PARG773+ID-5!)%U\6\U-DR,S(-
K0G'#P@J7> MO8EI^8Z1,=M.F]O%MAZ9846RL?_/BS=!>8OA7Q.#(ZV1)-2 '7$QM*(:-G) M,A-[)"EF]Z<@EKJ9KX*F@.*A= =E# 3 IF1%*]'.)NI7/?
9<4;P@[0!1G4FD^C)S(B99,[7V"62I[587P81BGH"$A3 MXZ40I=,:>#"TW1&E+&&'_6KLTXG[)&%V;*XV3&BOK$)D;,H7JQ_P:>Q?&NA=
MLVTJ*71"U3"=P-@E:Q&!0FQ$!]V(XJJ*U!TH\%A5]M0&Q)+=;!/JN9[!5,)4 MS)H9/E&_J15E&O>Z-4DK 8_D/J41+77,1%%B\S]K09_12U&"X'0Q\S^UT,
M.SK9%6<>/3MB;AINTGMB8L^C4IC;F6D)5B.0%"V[Y9[+7-GIVX;&)1]%F MP+@HST^%F?3IX=PYSWV?4QR))1Y-*NM%N5,OROSB \9;1;
(I@J)94NB^IFMP MTA88]X).K7+R4N/UCF>@3")AK$UD?2A.*A<>*/_ "^D9.L0:2/3!*0F5&5*R78=79B,VA]G M2(1^S6SKGIJ8D;
N*F0'1K\Q!3,WCS/R"+S9^35Q/[H5S7 -(R,_"?[/P,*; MXCL3A!X[8!>%8W)T NL:'3NAE":5W*Q&-2H_B_7>>"^&G^)]$#JOH9T$[A=Z M6-
D8G:G1D\L@FWPWN_O/-+).)?:2U21W&L?>4I [:\].A'6U@^PO=9"9IA?^ M<58B<4T#SYK-G4EL[GJ$?#S+
Y@P[EAF=5:]Q#I9.L^I^S@WLRD>=)L^MFGF MU]&^ 7=8C+=-);;6H&=I?$6)JML\I8S:E]L+'<;8(;+H]$.'?77D\G8VFB7 MCWT4UC\Y;ZI-
[:DLG'LNT&#WN;1 2"UC@XI;KL"2:01NXC&DA."8,_QFN:QW M9F$@DV-^CK50?$#1>&!SW'V'2$N:)L,X7/SNAU; H,1V62Q#HP[SX2,'QIA@
M"N\^,XT[*1[X%Z#;3SIA>499<100YJ56*:"YX5Q#SWHCQDAFOD;2+<]B9=,U
MU9,:IJGZEUD4R;/F%KMN:M"4<"P/S//$X,1SQ5BD/#ZO[PK^0["',\1HFBR M/HO(3AF ;HG=K(FA$2'C+]?2E>V&YG1Z<"N#B#D/,_>-0/ OZH(%9,
([SQOE MT;[@6D9<,U'7&XQ+?N"!53EE9\XPK4_\:&Q"G"_I1:<.8C"%QUTZ:7EAG#OZ^[]HLWOK>=Z4^M>,"/S)$VRM^ @ GZDB-3!76U!97-T;<
MMUAKY3"$G<&(Q)T%E^).>3;X'$C,.E\@4FMY@0F>' ZF)[HE/D9 M&8"L3G4^_1)7=)CT)9@980W7:8I6D^[92,-/!/><'FO?9_UE59G7W&
^!MV#^4E*@&376SX2,HJJ8&*/X M7M1<;9V<8^%F/9.CNVN9'-TM2CWY*O7,MXWVL?WT+-VR(X.T+S>W]^U[=FSW M[?W-P]/W]O/MP_W.3<3-
Z2;B8[Y3U!]Z(4U>9W+,>,J9.#!R[6JYSS/L PE]Z('=)?>5TV'A)FXI2$\0H#IIO&>ZD' M"JX,B[#)T*>7R1]?_+S6N*@TT[]2+M0M/]<;E:U^L6Q1JGY159L<
M+DK35][J,Z-\1'U@,,+@MY)>FI@.S)"]5"053-C/&5VF#3_PPL7I$/.8B>"2 MC50TU@D%0^)?0H=*NB*SZ0]@;E?
&PAN8I__VU]1@U2Z2KHXIH,]0(,;+G*&N M,[_N&!"*E1(;,)*%FQ[RY20&E]R>\X:$7HAQL]7UJY8CGEG&)2"H;H"#^@W M'A(-
S8W0T&:303<0@+6ON([8A?G]UKSNL?_CB=<+O@WC]54\IC2:!GNY$]/G MWG5KHO/Z^XP$7,+_K7/)?(S=C+ML,1H$AFODFF8K^]M03)&X%9;_G*?
+5N\U M_3X>WC7_%_IJ?5PZKG/C16EE/#H@>,*01NB;I2A0\1%]8)0K)6QDLP;$]G\K
ME0$(#AE0O++\2LCP$K'4=DS\G\X$2.W@BG@>1C__CBY128J2G^!4?P273C@H MFRZ+K>!M2U'I+ ,9^MV]LJZ66FJU)C=K]:^?
9Y?:^J_J37ERSX,241S8\9D MLP\)62B^+%1SD 6MU&K4Y$:MPHDH9&02\;L[M.!C65@5!F['I*"#8ONMD-N
M8JAHVU$P54,44*+6["YC7MRX7A*Z!DK=/6,1N>QERXI\&.8E0MM;2J(FNJSHG=(^!S<,6<(7QJ)]*
M0]9J#4[@<_)F\Y4;M8''(45A*!\W#!-3_Q]6T+^*NQQ8/']W$:]#(:/)377O M&(RPC'D!T;KX1?8@:@"(5%FIJ)R Z.1-X2?J!YX53>/ Z+[?=[V@C,T$PA@^
MJD:>, +C@3N*3Q.=27A/3HP8@9I#J^ L4%-1P/B5JYK&"6I.WO1]].B06"8; MK.;X,\VCQDR>71C%1U7!,5\Z$5O:COF /(G*7'84+;74JJMRI$I"MBYRO(\X
MZ6CN*$U=5M2LHGT;\Z< 5O3986U=E'D?K+'L7K,!6*MG59MT4*R=; 'K8S2, M)3I !4L8AP,VJ'W7K)\PD':WLB-./-K$"< ^ZB3,N*=;BU>UU-
+UIJQJ>U<[M"?N:%_BLM:^S@T\-X*-I6CZMJ$[-L*1CTJ MJ%9KO,0$!50.K5=WA0IF["H-6:GP4GM_LB9LVV!S6/!\AH XKQ;V8D>A"6'& M'E^UWN
X)7J'T_UNQ_R(?,4=+)%FJ:6I*3U&0UBCB,4?ND"%/^)"'W@_ MDJ5MY0@["2NJW*B+$HJ3P<\:19PI?C3 C]Z0J]4:)_@Y66OXFO:HA]9POXR&W>;# I/-
M,JD2O@"5@V=R/6;*M;&'W7:4B MZZ+W[G1@M+9#.GL884I.UV5-WUM%"UMYJ]IB81?G6%"\N[Q46;F$)OKJ3@8X M6]44[PZ<&M8^-/03ZZCC3\VR
L,I4U<4#^<2AIB4>>XN,IAW:\B5A@@#GPQL MUD4?LH!-@[5>UD[-HN6^0/@P\=Z="P!/=B;8AF]<<$VQ4$_!OTN=,W\5G
M5UIQIV1WZC@L=NI(_8N$5:#!*,^QQ%.,!8M%,MT0ZW.V&3W.Q=)-AB93+"V M)VC:;8PUK[/'.9E=SF,;]7CJVY",<%I4UMIB;^^6#S)M;F"DO5?!S8@-
)]8] M1@C:K2FLII9:8%-4M;TCH_Q$>03VBX_]#;)];AP[_.QC.\06FS\V0ED<\]JJG?&0QM=T3I$YXI/2-8.TI1 M%2R?.D>]Q@)"A[:8,X=0C2GBAL++-+&3-
Y[GNWVF+.7=]+$P;[D]I\TED:;2C M)-5+K8HBURNBS>=D\+-5F\^^^&F46GI#UJM[:^+CF,3)D=RP4+H<;OE?=?*6 M_;AKR:-OU
DSST&IR3>$%1N>ZI12T%I6S8/X>=78%U!=KMIV]/?\Z2QE789.I=^[1 MJ;.S@[5&5=8KO,SQ%^@Y@J.0#7HJ$7IT6=]_)"=?P7_^U.^*H/_>$V5$_#;C
M^/_N(E7%HP8UN;J_PRUR +Q@:+<7I7JII>ERM=[DQ+X10,HUC+X[D' :0EW6*F(6[K$'SW 2>SY%4=ID^LQ4
M]&]WZ6DRZ:GK6<7_A%6<.W8V&4&3!78:.(6*E>YJ:K*LIR$Y]S?OGHW(Q/F M[$X.W#SMMZTDJ6SHHEZ5U] MX>V^2$O7[^-
C_#V6SM;IM\.@[WIX@L6VEGE]!7'3%[<%D_==7 ,=5*VJR #[M#0@>K5"84V44H9 GN-Z1P^S=J3ZP&V,%$\B6K
MZ,OF\LKVJ!2,Z"B&XC#MDT'$YIIE&2(JJ#5.;*+.QOX55_;UMRSLZ\8A3-KF MCO9U\R"+.8IJO04=]S1AFJO;UUO0==_%X8 !MEB*B@A.>.$'$R5:
MF%]2%=B@\EGF67+D8SHR%Y1 M_WGJ,B M5VN\C)T^@<3QTA'!X2!DEX]EH7W JQQ"OK4IXA)$P_]95W+C$4L M.-FS'.(8%O-
TX0/6X7HQ6]K$*QD:2[.B5)M- M35>;1EU52:-1557E?S4LJXU^U!\W[()*RV_>)3\+),>O-8EL=_)R$=$3A,# M*)% $ $XCYVEM.CU9FGQ; V ???
T77IR!\39ARH12T YN!X[*?029)EZ>!6L MB7"S%JGOH6[\TWK^U 'N*/X(9*96 9]?/Y-6&N^G>',L9"YT\C)D7MT]_+B^ MN6L_=63IJOYJ(WG"
[O"C"=2293_<7W?NNYUK"?[J/MS=7K>?X1_=9_B?[YW[MYZ[T<",]/':>VL^W<,'2M\KW+3Y9#J@\-X1[F+XLT0^#PLXSI%Y4$"J!WB._
M\KKVT"&A:8%B7EPA;-1,$,:;&-MT83TV&?KT,OGC2W+HC>6P^[,??8F!%N]\ MJ*WF]ESVWM'7L2)K-B_J2AUU61P#B!\D,LZNB+TI75#T^?

DZ&I:7,R//<]^KLR]MQ6QC:;"Y>E M>%61B!_2G6AL-/KA&?9#*GV'Z_J^U(%MTOSZXGUN876ZI"OR!G>Z%%U_K8
MD!)+QJQ45HU9V6(<%8_$P0Z%3:*060R3*CZI]'T%YZ2H(8"S(W"6Z)GJOGIF
M#1VS)/>)/VIC#BWNA/LL=\7=CCVEZ"AA%R8>3^FG%>]=$G3H"/>&K[=UB#N_ M4/6&;[1-K%I55@>K8^;?>.X@;6)_Y\.P0Z1&V_;\K5Y@F=XR:$
MXR2$0\M?.AIX<'A#KM7VGH[5Q$YAT[2E>NSW+N7[BP5JP,N!S\#Z??0BX5B M:Z W2ZU&4U;4Q79),06DL(A98U[LA1A-
<.A*FLIDU$%8@J+F$,"1L6CT2JR M4A&3ADX(,6N,M/T@@Z?K5*IRK;IW'35?W=<1]YMZ[O2T//[:V8B;%!
M0ROGATSE8*$QRCXRPFXM"3BA3<5NUKW;[;9E3P%ZI\\0:FMVZGV@AL7PNBYK M63>O"*@5$VJ'0UJUU*HI>.)I5M$5@;1"(VV-
+;D/U&JE5J6JRTK*J&$.H7:Z M4;Z'(<76!N=5HA]#;*[Q+_>9"G&8(R W;WA(:=2 =MO9O4HU!6->4TA\(F305^UEBZ&>(' M1PI6:G*M<4))=X&?
H\&G66KIM89<4[+RT 5\.(#/&N\G._SH2JFE-710/R=6 MU<"S!?=$?4H\H\^,.).^4=L=XN@ 4>>P=3UU1$@0A.L)&7<5!4Q**II&R,E@C-
;5L9$9$29*$]0\A= MQ0$3B[EZUD52PC_F ,,K4M$9XRA6JE5U4&C\G+(M,#0X6L9,H80I@GTJMRL
MG%#CH<#0NBJ%C$&$N0)%E6N:Q@F(3K]!D";LVVOC?@*BQA@H>H'_RP$P&X(@#NT'A3 MT7^MR/7FP8\\$7@K M[6F)S[
TX#9[=:DRNUK$+0?)7'%F92&)YW)_4\=Y!8 MH:ZSF_5Y4D7D6YUDN6A^+CG*0DJC@\^NM>'5QYMQJ)WY]?-]4M3DVG?A C691K
M;!G!OW7>@'I8KQ2I=5 /8^VPM7JOEUJ:*M=54:MQ0@!:$R'-%$"8(*W)5?V$ M9E\+ !T1/\U2JZ+)ST9!I^7@(B"<)"XG.!8Z@LW;WS0XZ..$1;+?%M@4!
MG4)"YWC(T?',=ETHG5-!SEJ++3OH5,!@DVNUQ8C#T:%S!L$V5M(S(>%P8I# MR^^CV8V3_DWZLM>$V<((0J:M4L1R?*0I]1^A9']0L_YMZ
M;IH@5$O@HC0T5?O"B>LB?-]CEB)LB:4--"LV32FRKBR6D6V=JA-0XD 9'5$7 MU84N*@:
#E,ID+TN:O"CB\X@(O<0]*FW4!H@2PX5(XZV[I!"6DY[.%&0>MQ! MN(CU)CC#^Y]1)OQACA3GQI5]:\"RG=:L*2P@IRTFPT18A1,89=FIE"UV6!Y
M;_)R6(\ T%%+/;/%DL;"NXU]:C[YBM%M;+.9UMOQF]Z=E16>LV8<6V"FW4C% MD9TLS;SLA 5S(8IVECLV1$]NZOOT.F_%[P*$&LX.N)N:M3P!MU%J M-
759401PSQBX!<0M]L/494W9Q] 1N"TX;C>UKSD";AU35UI3KM?W"44<'+DY MA).3>\>W*./UEVH#).&8 'STW#?+1^0!7]-
M^)TCRX61PFQ;>&*9BEW:;]2A M.YR-7&=I.[4B^F=/"#IK&S&R@0YKWZFD5-(+Z!06.L=!#D[.DRMBZL,I(6=M M"T\VT*E@:4"]?
F*'5W(8<[VG@62#:7\8XSD5]VEOG@/L__- K\RCB!\FA S8 MV7WF6[T*=D555NH9='=R'8,0DG2^DK1QJ<9>DE0KM9H5,-$S*.@5DB0DB4M)
M.HH@U5D[44U3A2)03I10=JXJF8O2<*!?3J>N9[!U)?3C].V_TLQZ1.<%EN
M'B]NKTU[@=*0>I+?)QZ52!!XUDL8D!>;2H$+]!D,7%R.:_SLNS9PQ)>E%^); M!CL=U[3L,*!F>IA_BV(I'=AHNB$^]$05SI;O7#B-\TB]+B)HM5NI+54\'>
(Y M\/9^$JE.04#A5R M+>1ZSLG=7ZX;ZHYRO>,Z5LBUAG*M+0:HA%P+N3Y]NL>5+)7K&LIU9;$PD&NY/G9FF=L0Q#_8/ZA9)K!T M\DJC,(0OA3XU)
<."/FB;L!>.C, 7? 1P_HJT=L:4@\=O9#T*<^14";V F FLMAM1L$H"GU M+(;Y86S]8 V'=/WZ4G=T"98R*RG(O/J[N'']E MAQOXZOOC4^?/<-
WMWSO2W4.WN_3M\GV;3Y8#JL\-X1ZF_RNOBPP=$IH6:.+% M%<*^S9 _WK78'@SKLS^[$=?8F3%6QVJI[D=F+UW M]'6LN9K-
B[I21^45Q\'C!\=Z[0+6^WGQ<[UZ4:W64K]2+M34SY?=2JU<:,WJ M5K=:_KG>$(LZ^)T9?7#XRS+G &GJ2S',>>4>>[[O.(VT@]K+ER6XB]%(GY(
MAZFQ3NZC2<"P 5+I.US7]Z4.[(LF,W7_$CI4TA5YZ:2U4Z1%U_K8D!+I\%$K M:?"9U9J+10%] ?T"]KDW,^ES+]:0LL@W.?()9M'1LYAZ]FB? M.K[U-
CXBXA,Z+M'Q92SK3#XNUQ1V[UMY(WY__-\?U?%>UB2AU?/NDKCJ$^<5 MH0_*SZ.PYG]34WHE\.](#"07"S'>J!\,HHSUSAT.19MB>1B'F.F=JVFU,]DL
MVF_$LC'I>>-Z7=@8NM0(/2NPJ-\V_Q5&'(#=Y:'W3#[2]HXFN PI;8A%-)H$ MHK8[R_D@B-(4G(Y?/PTS7"#J^(#:RO;5%!7'.]>;'%B^ F^'G^R<&\RT4JLJ
M5QN+@;63'@7-O2%*_+[4L]UWJ4_-5^H+G^OT?L^%S\5*G+GWN8PY<3@CQRO+ MXVY6;3*H<6Z PG]& O\.Y,D)7$,;B^>7V,@Z>EV+0R+$
MD12%Q=2:=L7,,35MO_2L#VJ6_TT]-PUKE1+@JJ&IVA>!M]/!6^XJK"I4V(E! M:@_?Z\ JK,:;"N/"_\K5*&7PFNS0C$8G.?/5?3O/.RJ,].V9
M#=A3_+91YO52JZ(NC@[>>DIZP483% 9)N9JB66CP1F8:7""-(YV5H\IJ"I7% M-9!R-
3TS4%FP'W.FLKB(A%;S#/J/VT0,%@WUTX*>TOY1SSU.'BJD]&5M>3)I M6Q!!QTS7Y&"OM"K-K X%S__(JXQB#.<&PJQMB94@W'P7T+(./0B %A2@^2I)
M72A)@<',[>2,E&3F*2:.3ML[U?Z$S.;.%UGXCE^OG52@/;H>D[6I,P.>W4?B M@4N5)F%5C'9P?8QE/E-ESP=\653B[@B^VKX5W0)\!0??L;"W756N6L?
B;UW1 M!31/"9K'LH@/@[3 MU@VPXMPG1@9LN9I)W.UT\).N9G'P4U-).?@IN0Y>T"@#J5 V+_UP %0<+:=4 M[J="S2R7?O2M%ROXDOL"LSXJBINC?
T[YD*CN\\/57__\<'?=>>K^(G7^]N/V M^9^4WUBXK6Y&Q-M8MZ936>TH^)T5>X<$I/MD2GB M,G'9AC.B5MZV4EVX+B5.QAM'1GBD
MX156.TMM+)0=N/A(U_BYSV%AJVMV3HIHWXY$-'WJ!$SM- C8AA6B=T]LYI(, MB666+8?];9"A%<#G@IQ;D-,PPD%H8SB/T="D/
1XC@2>?"?]'HULWXA-'(-*Q,?4S'?B&7U) M5U.\M1-J?=V,,DLK#7PFE@O%!OKJ4O\KYIET<5.-Y/HA#/R .$B+K8L,]%)+ M5U29G8T\5V20,.T
=$HOR>"MA?9X]48\5A1MANU="XJX*AG:4XS3"H;6R'!W MRB3N,#,X33@K*)R+HV>%8(KA"X?=@2I'W(&J /*&7$\9L2QP+C8@L0'MN &M M$>'--J
:R.;B, 8AESG*Y5F*YLE)9W5[Z=QR6ZV76JK/?DX) MHPBI$5+#N=1L)32-0]N4NE)JU9MU64MI(A86Y=J\7M) 62CRR5>7"6N6G=5 M1K-=(RU?RS&3G"
[:M[X?LE0R:_&;E&%*X1#^I!_4,RR??1M][Y1!2TO;RC$ M:2.;D6;;0'YS@ST!R4W-Z] # CS"JEPS"NJS+Q\BVG9BHIMIVX(*\)BC[HX
M[H@CW,13JP5/..+)EK*LK3F])!M9UDJM:GWO\?L".+D)\4KV!$U?R=V2#<& MC5YJ+4Y-%I I*F36G "R V2V]#.Q[D56FP)37&-*V!2")X(GV>K>=4?
4'5[W M5B/=RXL_)V)JXBH^8VKI31F%BZFQ>7K4E)7HL2S1^/XFIE!="V%1CQKZMUV MSQ5 X+BH6?!$\"27R-
7M_4UBU1BV&YJ7+$+UC8#&P>FIU/&CP_D\#X\^QI&5 MWT:32Q[)"#]JOQ//3&P=5%N)P>/?.I%)E&;;U$]MO>T:@2PA[8(G@B>")X(G
M@B>")X<_@I=7E_+OU]P/CG683"[3[)88"HNTYAQ>L^R6$,$8P5/!$\$3P1/ M!$]X2>)'(9?VX^W58DQE$G&Y=0R/PE359J.M*1&6/"@8EY21P)%0K(%
M3P1/*\[V\Y<\HB7G$/"]9CM#$]C?K#+6 ;I=_U_:U+9)JL%[NRV%$J0G]% MP%::_MX-
6*SL:@6N%J!343*HE!:PX<\4$SP1/#DOGFPUT&$Q&K%JH$,6BE9- M4[1;3WP0V!'R+'@B>%($$W:/SH$-7:..>]4'-\K^IYZ9I7&V,(4X,W!-/OS^3
M#^G="OHXTH6EX1WIJ?MC*@AQ#BGVY5;(CA$$]JM'8IDWK@<4_L>$P!B=2ZU4 M31,&O=2J+@Y.W=S^$*%=_O8ZP1/!$\$3P1->=
[P=6OG;YK]"/T!CP7^*\AC/ M[L:[WG91\TJEU*K(>FTQ7R5V13Z0):1=\$3P)&,-O,XM/Z8&KG*C@4^\6.#* M=6 !/F+#
[4G)B=*!*VUU(O<<+=O&"1?'YLTE+(^CBAK+5)'(9/*.JXUF M,6X#JBWT45,DO_F%C$BT"IX(G(B>%)$GV?5$;+O);5R'4%5$'<*1@QU3W1#) M!
#'I)Y$!T/;'=&DN6$8>D:?^%0:VL0YA^*$8W8W=&):LXL>8TH_ J'3#,0J M5D?6%\^1$V%FCM C0O^")X(G@B=%Y,FQCAM8NNMM&VFK:K C*G*E6A6;
(L_ M$L(N>")XPD_G0'8*6.=, 8N#!\151[E* $U<)8 FKCJ=JP30Q%4\ *WH9:0/ M09]ZYU >*E*]@B>")X(G@B>")_FG'U:-)L*>'.KYG3]"*QBQ_7GK0%
<%:WIK MC<7I)"'$%(B+7@B>#)H1,-!U:U5;Y4[8D7 C*NE5^P314;',=]JN=0ZB=R MH((G@B>")X(G@B?Y>[!+1TP\NVUX?
[PCL7'(W:US18960&Q61/XR/V'BB8+Q MY5L![5+OS3)H5/CQ1 WWU6%W834@6YMEM5*KT9 ;*B]'5P@,"KT@>")XPD&M
M'7>ZNLZ9KC[QE.\]#23;]7<['K=@H2,1SA,\$3P1/!$\$3P1/#E-GFYW'TG; M,#\$5M*M8[@#>K?#\7U5'*I5E95Z0XQ(XA0U0I+YX\F>4V\/(LE-?B3YQ'.[
M+/_.LKH>[5/'M][H[GYJP>([(N8F>")X(G@B>")X(G@B>")XPJ"'H>D;>AS, MDKV:-F0G#@AX(P^]9_+QZ'KXP'80>-9+&)
7FSZ[C\2C3I#BAM244JNBBM/^ M3@)'&WNN!\"1R@F.,LJQYN;"UE-A\(W8Q#&H1'P\E.4OH4,E79$E3=$J^V1; M7US/I%XYHMZE#N0VW1 8+>%K)-
_"JUXB)WS7MLSH&_ZD)YULVQZ<4%E=X!!- MBV6EXM'@TH7B/_-@]<8LYD%!I%EI:[3#8N-/FMCK*/:+!4E"Y'G*:XA]<1;YU2/N MBQ40D(:LJ34A(V);%-
LB7_HA;5M"'Q0N*YD_C:]A*_ MI1' CC%M5FMRLU$16D%H!:$5Z;/[/D./RO:;VUOK+_1*M_\3Z/"9CKEPG]8DI7FA=58,;0]5ES
MJ:5';1)8;_3+NV4&_02B4[^+Z:I,?D)>@(IAL/PGP'ZC#'1$(%WZX6! O-$7 M^,^KY3!&S)6)&Q0@[V4C@JJR#FD:KO:Y3R5B8%DX<48 LEQ ^I+Q(./'I9#'
.6!$N'#U@/_,52-DR1 M0<^=#*HZN\[I__:]9 U#\DK++QXE/\ND!TN\)/8[&?DH],O!F\5W[R)3]\& M',M?NM>;?>EG:P!\NJ?OTI,
[(,X^KQ_1'E2CZ[%!!)K&"+[DO4.I[N$'\R=*4.JFI.NGU7IH5I=IL:F!I&755)8U&5565_P5OZ1E5 M%,*8[2V SJ^?R7(]
<2Q$+FR.#)%7=P_KF_NVD\=6;J]O]I(CE3MB(*T9-D/ M]]>=^V[G6H*_N@]WM]?M9_A']QG^YWOG_KDK/=S OQZN_OKGA[OKSE/W%ZGS
MMQ^WS__DE V?+ >4GAO"/4S_5UX7&3HD-"W0P=NO,&VSG-I/V:X^V0&9"0$O M8Y.A3R^3/[XDQSI8#EL<^U&RS\7;)NZU\^5CN*3HZXF2O%
B11E7K\5/CK^^ M@*\^+WZN-RX4M9[ZE7*AIGZ^[%;5BTJML=6=5GS>U,2:SGQ-M8M:I2K6M'9-
M]8N*UN1L3;6+>F4UGN(ZVSG/0JT,@])"I,1SW^>C)BLK="K5A>M20AJ1+L_? MEW\&.XQ*W^&ZOB]UP#PS9PIT]1E?-IULVB+9FI, TZ;>*X_$N;*)
[TMM[+X= MN/A(U_BYM&)9W^*=4X%S4D3[=B2B30NH=AH$G R?8R;>D%AFV7+8WT8TAVX5 M.7>BQMF0UC#"06ACU(/1TZ0]R[
"0<^,Z.FR<],84J?[<]@G*X<6"#V0LC6[M0:P"_*DH.>N7K']AGU,6,=]@BTZW;-81J2!TBJIV]X'6)N@Z$6*U!V[HK%1X MF]BXIT,/
9XD\E+NCF:Q^OFJ"NE MEM9HRGJ]Z"U/12\I.7@^O87ZFD,% M,MV-M%*KHLEZL^AU3H6N118[T4GN1.L$>;.=2,0K653!V\!U&J:G*U4?1I48<1
MX37)P*1V'XJ 31QE0":N.ITKCKQ,[%N?3]D%36L)7129BZ% M0_B3?E#/L'SV;?2Q.T2CRI?.X91-I-]^1 1 MMQ-3W4RS='&"2F4QJ"H._> (..
(@%OYXLJTP;S+;<&]A;I9:U90,B0!.$8"3 M%NG8#35_)W9(EX!F.A#2LSZH6?XW]=P4,#64L>(1@#H90"W,4LP44.LC:PVU MU-+E>G5Q^JK
%>8A:'X(G@2;:Z5]VD3N:@NE?C2_=FU%+$:RCDB0Y#S^@3 MG[+FHM!YHW[!KQ-A47V:3(JBI L3YCO$?B84#?%84H#OUYJJ8NNT=:I<0ZR MWZ>
(D=TV-\$3P1/!$\$3P1/!$\$3P1/!DT+Q1!1=B*M$T<7^0OQWZ@")X(GA21)UD4#!BV&YJ7[LR?BB?J!9QE ;W99^YUXYN^>ZZ>6"]1+K8:ZV$HO
M@M=% $^:4;L;.4.AM3QV3GN:=*@E5K:8EYE78W%N;M6G6;;.*]K@EIYQ59 M0MH%3P1/,M; ZP('Q]3 56XT\(D71URY#BS 1VRX/>G*)KXO?
<.*B.C/]OD- M3,@HCA 5$*U,3TYH_]!+1B=L*2.HHL8R5222K;SC:J->EFU M84^:HK\/+^0$;E@P1/!$\&3 M(O(DNRZ0;3>Y34LE="6[*<]B*
(BXJDA7":")JP30Q%6G")QR$ M8+C3U57.=/6)UUC")X(G@B>")\7ER7:]S8T-AY"# MF73K&.Z WBV,P-W IJV56LV*7*G5\Q]B(U C)+D@/-ES9-5!)+G.CR2?
>';W M(>A3C^5U_S][7]K<.'*D_5<0M'=W)@)BXS[4$XQ02VJOO#U2KZ2Q8]\O#I H MBG"3 (U#:OG7OYD%@"=X@ 0)D,H/TT.1.*HJGSPJ,RLS9
/F1]XKXQM5"NZ2 MTXUH0C0AFA!-B"9$$Z()T:0>WX&]Y8Z#6[+7LX;L= ,"NY&'_K/S\WL0X@NO MXCCTNDGL=(?L.?
CNA,R/B[8A6&'/I&)I9X&CK7>N!\"1W1 <511DK6T+:Q;" MX(LSY-VFG0@K*O\U\9F@2J*@2(JZ3[2U&X0N"R_2U;M48;G=(%""SB-_%>8
MZB52(@J&GIO^TCSN*5ZVDH?;-6E]AD-:18 GBZ<'VA^2.(H='>BK/]'EEH= MQ99%2U66F"8GZ1$MB%V6X"/$(
MJ452BXU3B]NN)XXGCB^.9SO%*>XTL: ;Q9HJ%(HJ*35""I0%*A MGH4HY7W6U"V]SQ7(![W5L4U%U+0*NJ 3GQ*??B@^U8['IT:K8XBJM%S%E;B4
MN/2C<6DI)MVFSO)^O&D";Z*G3=7(PMXAQOR)A\3A_Z[WVOF-_Y..OAM^FBS@ MY,=\+MFL-;NMP*,@XB?;[X,L?>Q]\H^OWEN/,CQ,G-?-
D=I>HO3A1DE\>I; M@!2]"Y@3$O4R2D8C)WS_#/^\>#Y?E(5$[1X#_(75\(,L;:*Z@J-]'C#!Z6%B MMN._
T$$/XA9)#@A?.T+'HSG)72&PM@)8PQ[QP,6,>03E_EII2Z?$Q6[1@M] MSW?\'@P)A@Y?\&/H[95DF%D&M?9ED)7Y<<[^BV-&AO44R70,677Z_:ZM2;IM
M*ZIL]TQ9=BQ+EV7I'RKLF;.;!F$^\+'SPBZZ(7-^7#A]F->E,WQSWB,$\>QJ MP%)D(]QR&40M7JE^OWYE7KV1D#<>_8F/ 8CQ]]GS5*"@6P+0EY
X)+7\L>K M8#A.X7#9SX'7]>+/M0]0&(0HXO^TF:(@H)]1QB#VN78 2/_VR5DM7(X%XR7U MQF%_>WACYNOWZX>;T7A[OYZ*^:3E2-RWXIA/]S?W-
X_W=X(\.GIX=O=S=4S M_/'T#/_[_?;^^4EX^ I_/5S_SW_?+NY?7SZ+^'V?_^X>_Z_AI+A%\\'21DD M\ PW^K6I@TQ\)W$]$-
SE1UBD89=N7B&JN,Z>ZE1N(,!,A\XX8I?YA\]Y]4O/ MYR/G-^6:,U/$J+T74\)PO.G/4PG:EE(IFF6D96_.?F[#3Y^6OU>MMB2;A3]) M;?
D_5N]*"FI[;O5"O:T9UJ;W;?N]K92Z@\9T?F,RVH:FTY@VCLEL:XK=L#$9 M;5-;CZ%L44FMS<[:K4XR;XX6G%7@_4J51_[;_R?LI M_ Y7#2+A%JQ
=RY]5YO;\Q8OK2(5+>T6ZV1/_57;[H6;N(#70R>*A"L\P3MI MXK4RZUDM,>="")[5HGTYTJ+-
LKIR'@LXK6#'[EZ\;@UW6H*/NIX!'NE)T3E[KH=_X_'#/<(O6/1@*?!" M*
[[EBC\'<28+HAGG.S]\:7[FWS/NB!>V4.G%UM(6*GT+T7(BRYEF"N\C0[4/]XY$^.(YTPL/(AEB9*UG)S2]/!W*7S4=!C_@. ^M;26QD3E/[P38*3
F::!U&FA#/YHJ-9 BM3J]+6J:2C@G!40*J"H%M$VK M[DT*2)%;G8*S!<27-?+EAV3-L^/.I3+I5>'30M3=2-Y9;;DC1-L6+*R G;'GNB@IJFCM==B/&
(L8J_':4=^AQ%1)=N(GZVWK],[\ M$,3 S>?@0_.O]C4TE!%23L_[V@5'+PA%+E=:@5=15=5 MVI&Y0AP(S F'[Q,_I'LT+^2)];RD?K9$$Z+)T7QDO6&0N)?
<%?;% ;&$?6&9 M'_&ZE5=AZ/@OO)KJE_?I)=^==_SJZLT)W=QL0MF6VT[1G9]:5T5FDE*!QX. M1BJT[CJS%.P_L:B&#LY8(X5WX4('G>Y9BE8$[?*
LASK.6CVR* Z]'I"'7\;CMG\)@R@JG>-F MM#J**.M[Y[B1P[TI$GN?XUAK<+4,'9/B_J<*FP,H(.PUR,Q!-B"8?BR9' M.G]5A=[6Y*;I[3-/]7AV?@IO7CS
>G8\Y<-'5\^,\X?2.3:;*CLZ>_A=WQW/ M_1J$0(>_3\F OM/"5/XBEL%2V=(^5@HYWING$8DFI^0CV8F3MU>*E-%P&K B M5F\>3?
9T,,PS^I7[SR2*T2R*'M-(V7.P$[]O#M)H6JMCB69!1)04>S.01=Q. M-"&:5"R!-^R9CBF]<8(X#//1KD.?!A A- (^L+UT(DBX0NFH*0?K^925"CW MI.+
("\CZ+LL%-AH/ S>&]B&JP M$14-RVY(MBQ!B-B::$(TJ<,/>&!)JS=+TIYY,@^GVD472VO]*:U-2A=A^(8 M1!.B"=&$:$(T:Q=M8C Q,M M\F+VQ,)7K\?
2Z.TCZP4O/G*#^26-MX,,-X,652-O3M1$0A),!!-B":G(ZRW M+W38#%EM-DU6GWGX^)[%PC"(J-KHDFA0P=#&HH8XN7DTV:_J_T$8V6X.(Y]YG)C'\GF$

M.&0#YD?>*SOT9O;$7$7DOB.:$$V()D03H@G1A&A"-&G@MD37M]R7<'OW>M;< MG6Y38,_RT']V?GX/0GSA51R'7C>)G>Z0/0??
G9#Y<=F=C"&U.JJH2@UH348P M.][N]]@HDQN#LHIBO;7MDLU"D'QQAH[?8X(38=^[OR8^$U1)%!1)T0X?]>T& MH_Y[62GQ(XBAV?%R+THRE &-
)P%H%GJB<\$(99O='R%].(\\I>V0 ?4BQHP MB"4JLD$\0FJ1U&*SY$.16MP@'+93BSIP_?+Y7>)XXGCB^,9QO%&>XTL: 7@H
M3+1U0[2MY:,&)!5(*I!4.,9"E/)@*^;.93]*RP<\B"1*IB9J1@6)7,2IQ*D? MBE.MXW&JA9RJRLNV/7$I<>E'X]
(R3+J#M[DD:]JMCF7)HJXME\HG$WMS*/H3 M#ZS#_UWOM?,;_R<=?3?\-%G "G[,5R%;+\UNZ["DXR#B![DO0S9T8N^5?7[S MW'B0
VWFOFQUI.DM3A?6(HE7WP)$[%W :B <+J-D-'+"]_PSXOG\^5<2#;O M,0!N6 TCR=(FO"@XVN)I<[_CN04O"#F$6"$\+7ON#!>%Y"9RB,G3#&
MN'H\8!%#!G.9G]8M\SD.D,WYSW")$\.S&85?9P&]]>!ARK)]WOST_Z MV1L!G>[9F_ 8C!Q_G^FG:P\"+@AYT8/+!%M*XE4P'*=PN.SGP.MZ\>?:!R@,
M0A3S?_(4R70,677Z_:ZM2;IM*V L]4Q9=BQ+EV7I'[#5>49!@S#F&@+0^=LG M9[6<.!8BEU0<1^3UMX<_;KY^NWJ\%86[^^NM^$A6CLA(*X;]
<']S>_]T>R/ MIZ>';W;V\>F_A-O__>/N^?\: M2H9?/!^$7I# ,]SHUZ8.,O&=Q/5 !I#X3;F>R]0FZMK%##$<4OKS5$BVI5109@EJV9NSG]OPTZ?E[U6K
M+6!%,8O"T*J;5).-NEL&KZTM,*G!RI7JA_ M=__D_11^AZL&D7 +AIX[E\VKSNUMBY=6*5S:+=;)GKJEMMWS-G$!KX=.% E7
M>&9XTBY^BR3HS7,NA.!9+=]7K1=MPJG*O@NXZ\,:O)C3(GO8XP'=/13$O]E4;8%$ MP9J%?@[B3 I$,ZYV?IS3_,R_9]SMOH5>+S:9MM#K6\B4$UG--
"]X'^&Y#0;/ M9+&N1D'BKY62Y4SL4U\/ L]1P/,1#EC>L!X;=5DHJ#+?EBE'.V3Y<8Z+Z!OR M0ZL\+F)*K8YB&:)>D =V6D'LD\Y<^7BY*6>>?;*)A[?
2"8*JLY--WCY=,W514Y:+3YTZ!Q,3$Q,?9+;E2AO:1SL'9.JMCJ7:HF57 M=UZ/V(K8JHEL94C'8RL*"\#5RT[68BKB*L:SE6EF&I#K\P*>,EL=0Q%%>V"
M[I9D;VX,#VZ7QT!7T5757$5PI*L:=!7!D:YJT%5GWEOL+HH2GM7##\5.$]^% M9 P?V4\6]KR(_YI^'8S1C*/68[L&5 UE"^L;B<+9)96]RX5!Z\%418>?
FNHP>63C).P-G(CQ8U")_\JBF!?" M*U5J8<^C4*?"2:O#_7NX1Z8D*-A6%7&("M:NN7],>J2S+PPF' M[Y3K0;Y:H@G1A&ARGC2I(@6A-PP2]_+J^]TU]
[5^00_L=^<=^[Q].!]#YDKQ(§0L3@>CV@"K_LZLT)W;^$0125YC'>WUM7EPO_D"O^%+!59%?OD7"V M!E?+T,%#1 2;DX3- 8ZKE(*.W>JH"H'G-
,%3\9F4+759W_O)W(M_LS H)0M M378@!*HF@ZI<>:%W?7<\]VL0 AW^/B4#^DTG M[M7K8#1F?N3@.XM8!DNM[U/;E9SNS=.(1)-&5^+D9J"&
M.+EY--G3?S#/QE?N/Y,H1J,G>DQC7,_!UMQ<+LYBZZV.*JH6<7M3D47<3C0A MFE0L@3>Y%XXI@8W&2. S3R2Y#GP80(38"/K"]=")
(N$+9H^D'Z^H%,8A\T?2 MA*VUH=HI@1[Z>5&,DLQD/8XHLA>)8HH;MMT7&V525(&5%O+(QAID3PBR#0#,A16)IH038@F
MITB3ZD[=E%5RVV9=:))\8ED7]1< H:L^TE4$1[]J05<1'.FJ!EU%<*2K&G35 MF6?
L7L^>Q<[+LODN"P4V&@^#=\:RW_*BYP*LCD]IO'6=>>8VEQ\774RUQR3M2:X])6E3P@71 MA&A"-"&:$$V:ZJ*9.4SW'%S!_/&)SA#+%-SYU\[8BYTA#U-
T%_2/;)_)5[D MQ>R)A:]>CZ5;BT?6"UY_A2^RRB]FD"PS B$)!J()T:0![IS& M"6NC:<+ZS-,Z[EDL#(.(NN>1!YMH0C0AFA!-B"9$DS.G2;FSX/J6]=_!EKKS
M>\&(?2O? D>3L 6.JHAZ02HF%6=K!FR(E9M'DST+@1V$E:T&L?*9QXH?X@$+ M>90X9 /F1]XK$SQ..8H6DQ./:$(T(9H038@F1!.B"=&DN8$ZPU@?J.-
V[O6L MF3O=G\!FY:'_[/S\'H3XGJLX#KUN$CO=(7L.OCLA\^/26QB[U=%%W:+*JF># ML$VAX",C3)::A;"*XKRU;8_-0H!\
<8:\F;H381'LOR8^$U1)%!1)40\?\>T& MH'N-_2.(H=GQIYDW3@<@&[4; PNOU7XL7O16RO<+8GEF]T:(7TXCSR
MY2/J1=ZU4K0*ZK03CY!:)+78.+6X03ALIQ:UPEZUQ/'$\<3QC>/X;2I0+'!\ M22, 3X2)AB*)BDY2@:0"285Z%)4ZI:F;IFZ58%\,%H=VU1$35NN/U,Z?XOX
M='%JQ*J;E^3DN77ID/CAN-5L=0Q1E2K(M:R(>N?%KL2K)Z962_'ITMF&RMG3 M O9$EYNJD:F]0TCZ$X^RP_]=
[[7S&_\G'7TW_#19P,F/^5RR66MV6X>%&0<1 M/Y)]&6)W:^^5?7[SW'B0XV7FOFR.TO06IPLS2N+5MP I>A?
%\OB@+.>,]!O@+J^$'6=I$=05'^SQ@@M/#''''?P>""'X0LTAP0OC: M%SP8STOH#(6Q$\88)8\'+&+()R[STQ)D/BZ9LNQ8EB[+TC]4 M4+?
938,P'_C8>6$7W9 Y/RZ\1@GAV-6 ILA&IB(1%*UO1'0[JZ]"8_!R/'W69:4)B"^@I"7-;CD/0WP*AB3TYBQ"(,0!?:?-M,' MR/.,$@.1S&4]
/2W3TZGB/8SM#D0-.U-&HLC_K;PQ\W7[]=/=Z*PMW]]5;\ MM(U862G1#SN;A_N;V_NGVQL!/CT]?+N[N7J&/YZ>X7^_W]X_/PD/7X7KJZ?_
M%KY^>_C[T\K)UDJ27SP?!&&0P"/&CC'QG<3U0"Q/!LB5Y529<BJRVEXBO+',O>G/W]UM?@EJ^Y8-2A9;>NR7=&@5*O<]-8-2E'7/FI#WM[:
M6/V6E]E+EQ5L@E+X+V)FY+GND!W3^G_R?@J_PU6#2+@%]>%.DO[FK-XCK-K, M+G9;"[F)ZZE(BK9%JN3F.9[Y(JE%^%K8CH -
W&H*Y([^GHH.XFYRO$R(O\Z@ M+H, @V\A-V/@VHD&PM=A\!8)_3 8"0]CAF8L;+>N8+?_"KM)%BT8H6O8::?,
M_E.\O]+Z8G8)?!P$&GL7&:O4X[F3Y[*.!2KMNRSG@ZQC2N7J,ARC+(.,9YHD MT5"68_Y'JLJ0T>$X[GX"_ZF _RA%212I]J(D4_C78 LM&'87>/VE8N8/\=#;
M&U]>V-Q$/0Y4N!-CI@*K$ ="R KBCZ[X+P<2X MUKA2]F?+SAHT!-1YW&0N.[PK."(]I_CO]@OW$DKW;5,-I6"FI
M.I9R+YME7EC/4@4^#QD_..N[5S/$*2W#9;!@;-$T]CXTVQPSAH"TZ6#V09"D MM#J&+LK6\O'0>I!499DR52L0U(M:O@DHN0_\"Z[:I^I\R!P>?
([BW7;+M19 M:#RG%3-:;Q@D[N7$7_4-27 -% #R('5*\Y;:ZBBJ*"O+"2_'+&U07DH3=G:0 MTE6#1P/PR**MU-O_8 _!?((6]*PFQ;P)E_59&*:I/SRO"799:;
<+O&!WX4QF MT.[V=-:,!-[N7F=403;;RPC26QW5$.V" _-D3I\NCC:8TX< DH%E%T1);@J0 M/J0UO:IM[%XN$+*)=A?9O%K#E\7&4:69"POCZ[IHRF1/GQ-
V-AWSK08\6(I= M ?#8:D/ \S'MZ6XL>%&4\%IT9#_7(8QG:?+0_YH>8_!?T/2)KGSWQHMZL%1Q M^;BBC8?I;6OYJ"S9T*>+I4UM(P\$)E4"0UK4S*:
J2EQ:G5R>JB../4DA\OI M]4(V$>HYD9=CCO#K.&0C+QE% L8D7QUOB#GV%X"&B\C!#'W62\)CI 2>E7VU M7T[5 @OGM)SGY0GK
AM_SVAXY[^R+$6A-$-C'5)-E!1KCZ03,MN;!*M-JN$X MN%+ ZK!%2=^G0@=9]"5R3#*/>-I;28B=GXQL^/H287-ZI/F S\[/V]3']87Y
MK.^5+L:NJFC$JW(%]6[(?F\$CK;-*=T(I&6L:*V.(2^[4TXUB?2TG-S?,0DT M0O(#APM=Q^7.%7)M']F;,B'#UR"\"9)NW$^&8/GLMNG56QU--
/??])*=W"#\ M;#"3*P60@16P)+7>5BH?RR#&(Q@"CRUBUD_B10/:KO_63NQ;]9&!2QDSEII80-R0AZ" 2>85)7!)+6\AG MBQ\\5*4SJ\3K=O80J=X_T?
0W?E&&$]#,^\50\<<*:3.CQTE MOO-[(9YHN6'I_^_\G#:/$]*4-8)H0U:_B @4EH=51>U MO0(1S=+]IQ6(R,]9)J=/%[UB^:
<)'_WXL%U$L7!B(572)W2S,7#P99IU!_D M(RC5(Z'78&D9+AK(8JL!5;4^@FU\7O(1L[GIL?14T=80%Z/X5> N+<)SNZ M.79T1JQ^R]W5W
HJG:.AF3P1WE3(ICX76)6VJ0^"*SS@JHJVW0!< M?03SFY-*@&6N0&Q_.%/I$)GPRVS&270_H="."?)4>:RWH&D_AZ$9AZL RNQ(P MZ1('4T%N UG?
1XTGCIUW##:0D7WDM*#5$:#O*45*\:BA+(Q,'X$I*^"2-)+1BA>Z M0LD,-,-#\=\SBGUY_R/"HGT%9^?+FD$&AE(U2U0+SM+G #BB<-K-]-H.+2=@
MZ7\XV&_0+P?$/980EB31,I8WE83[.@I:'!6DB"H!:XQ$0C\,D1):C!KUW]6R M_JNM_,1*^LZ2N*[:%.4&]Q'\D-^3L#=P,*F!MT! FRI^YPD.[%^)-\9*-N2:
M//8!C^_..Z\Q_QQ_>YK0IK4)4+(4L&GN=?26/9).@ MM*ELZ^&PI'%OI&+M$S(B1^0>!2VF1RT%#S 1^C"<)&*@U_KQFQ-2UG#]DOO.
MCQW_Q>L.V6Z)^(:.[0!%BV+]9X.@L@)[;PAA:%\23>E\.B#L7W10.W8W,DZ[MN5J!W,KN)A%
<&D6P&J.NY_/>0],B@]SGZ:0P<*GO6!VE,I;8\4M&,3"=4GZ\ M9_%#'S?GV05N:08UTQ.QYG)4@8SRIB"JNIH9>R-J;2UXPZJL%CS9YA7Y5;9K
M)TE&>EU&^E5.GZ]!^ 34>9H09Y?B^8;=ZIBV)!KF/D60R&9O$J#*VNS5(LJ4 M$%&Z*%'-C.. TEV(,E-AM-
>/H.@5D+:'P]K6JMCZ::HZ4VI_/(1+/CTD(8W29%J M1HKPF;+=EH7O\ETRL-0L)W)239+99M,CEWD)HZ%-,:4(.\?L<5D!>(Q61U_. M53EI.WSO0*BF\$,?
#3C.\4L2\3R67]=+[<,DMFYA,IU#GGNE=2XV)+P7,F5) MT\D$T\D0P5+?W^U9_WD+PN$QSUM4 3^+EVPLBN,T_[C%P6%?
0RI/K<6NO7>UJCI>CD0=^W &[F^Q@Q+04_"B* 'K@0F\W9T N K9 M:S!\17.B%S+7BX6^T^-%@2C-M]ZLL(?^Q-+#QF7E&5)N=111;D+C,L+-,8)*
M6^%FK7U@*4U+/OF0:0*Y7SG=[\4#)K"?+.QY$4-C/8J#W@\A&/,3&F2AUYGZ MA91X2 EQFU&H]*$+"U, 1$.F!(!S E&9=*]*4*0ABJ3]PTK-,L ;[4,I$--.
M.'RO6%B33;2S.V43D]TBN8J826]U]LZ1(=.Y03!9[Q_9$B?;F]$&F=$-0,B, MLPM%<<(#<0P78#0*_%0TD_U\;/NYR!F)WD>D">>^,HQFDC_[1"!TD&-
NZT"T M#!:KU5&7=UFGZIL^+5F\;"M//-$_CB5R-Q-S4;C8?#.6/953F)A/'1\LJ)K M='G<951;([&WV*S:O!",IE-/BG-"40F?1R4PLJ4,1B?2A:+^IG3;7?4A-
PN9 M28':*'9^"F]>/!@$0YR/$'1A5+P@$L9+'Y_^$"(6QT.VM8Z*&;)QBQZB#'^4BT!_X).VVA]P/B'\L FZ8HEK0.ZI!9VG/YU!A
M,>>CDO*R!I3"+V[6@A*/O'/=):8:#%OOO (!85$>)R3CA9Q]=_Z+F2N_P_@#=[DM:6^8X$K>_NP-'/^%
M/3HQN^WW6:]T$3K;;'4,]*E5E5Q5OR8B&!]8$S4<$<*,0QI! M)2&F2U*KH\BZJ$A-P5A3SC[;1SSZO+0W5DHK!P9?+JN%2CS]B-,_,*\-8HBHUI6!=4\
[^U)]*L,8#?Q_X%SPOX6[:8LQW"UN[M7.Z1BU"1"[QQ]W\$PXR71+GHXFESK(\T.6XN])RQ!XB"9Z4V6QS3TXS<'<.6R M5S8,QCN7I2#]=/[Z:?
T6[C8KN_7$PE>OQXKK'5P-AT&/?WKH/[)>\.(C%--4 M:UYP_GH*T*L1+&GY?:#=ZFBBW9BZ/L1 Q$!;.D$:PD&RA#5&]()C"1_;*%2T M8[??
N>KUD("1,';>L8T[M_.<7B],0'VSGX@)%@EA6G-&B ,\-0Y[@_B=7XAI MJURA"SB+^2+BE9J#Y*0]$_FT*?>,"Y9;Q!W@"78CT9W?2*0N5^2^#Z(_X_Q
MB&5I>8,9I9JH:'M'ZBEN02QQ7)5],)Y0L("O5NJ*(D(B3R71ZT /4X4!3V/[UFQ M5++032)X2!2AJ[KK^EZ"J2ETHC7LU@L+4]XBIVD MT%:5&*-
IC+%6[^[)&>N*S^IR=2W+CK-=K;_J]/%K4S?56GA8R!KDE+T(^A<) M_ &6 L-.\]W8@1NQ!BILRM.Z2Y1R2-N3 SBY'_&Q#_T_(G:%V'O(D'?GY_6^
M5N9?O9>V)=)<1,ND4#5Q2=.X9(/?^YAL@DF*AFBHE*18=SSZ=R=.0MS8!WUA MY(0_6,RCTA'KX=>@=%%!!_& A0*/@6#HF6MPBCO3SF57Q_E,
(NQ]X&/BZR3O M]?T&)[,SR#0^:T;?NK,J[:9VP8Y M73FIQT'$4[N>;:6]\H^OWEN/,C)/'-?-XCC8'0I36]QNE$P3.+5MX N?O%\ M7F;&F&?-
N0'OB5E9V@19?G+A>< P1RT8P1O?<6ON!S%8!IAD#D/ FB\OH3,4 MQDZ8-DP<,-BX Y)=S&9S>:@ :S3Q\$#6[P0NCV+X@K=8:Z]<\9EE4&M?!EE?
M,'IF_L4Q(S-XBF0ZAJPZ_7[7UB3=MA55MGNF+#N6I"6[:1!.K< 7 M=M$-F?/CPNG#O"Z=X9OS'B&29U<#EB+'8-K*9@D_*]>CWY]?CV=O!"2\9V_"
M8S!R_'U6)B4+R*D@]3-> CNS$*^",3F-&8LP"%&J_FDSB6 7_\S-8-Z+&G#F MH[WK=(K(OX54J1J=*ZJ;?
GOXX^;KMZO'6U&XN[_>BJ>.*5J*1WW_\'S[)#P_ M"-W]T^W-_CIZ>';W[^ZO[Z[NJ;\/0,7_Q^>__\M#RS+3E/ M;35'Q!0OQR^)
[R2N!X+RUVWH)UM5[1>GX^//N>3YYKUM" BJ(%7Q8]#@_AB^-[_^9\>CW1$9@0[[O?0] A8-BD6?%?,#HW1^34D/+\A+E7 M.&V(W!?RL-26\N>H&OP:
[>;^$ P7D)%^KRW\ K9*BM[KU+H1A=EKWN"_)!(% MC$LDX:\"@,,17H9!%\P7;H,+47JP(\]NX5@_3@Q&.U#, A#O+P;!HXK\(P8 M7)
()#7$PR9)@"'/.$&PBFS5]7S^1,>22,@C!S MTS L5CW(#HK";UBSFEON?H]EYI@73MYUT4.+'TQFP8'=@Y>>.\F*8,.@1SR2 MF#VH%T0Q_P%-OR'[.?
$3^!A/HO?@O"','!"%T\?MF?6D>\, MS,_1Y")< YPF+@_N)5#7PB2,P -MRZ/@,URQ;V=Q# M!02;F6Y>RSL/&KV#V1H&$2RO?S$.VZ<"XR
M&@F_/#G.TZ]S"]46T!C.P"*\.1&O&Q6.T=Q(HUDWLI>QR_A\U^3X;N@2)(] M?QO :, <]U\)&,PL3&][AZ /1-0,>H%@$+@1IB5[SD;%?
D)R8YR^H%+XX=^ M=F0&YO$=-$3O/?VW0.HK!0)769;Z6PEYCHIRPYU382L'J18,4ET>Y/<0<.4!
MT_&1SCUZO3YJAJ!=J1:50K6HH%IJ,Q.,C].M;A5'3BO3.@RYH.< M9K!/37D.'H>2 ^4$SUI[83Z#C>P0Q4:/C?$ES@1\<.>$)' ORL<_?+34!&Z4 M1,(O?
[2?VJDR^F1-B,PC4 M(2#;>VS496%*955N[V8;*BNLP%I,(A9BH _6?E+ZF5,+^49P)T8V*&_\&7DC M Y>;*D+8)P,"$;P)VP,1&&N-W(81\/0I8>\8Z\
MG[!E\^-!E.%_>1#\.F2"$J/A18/ZP^!M^LX#O8F?E\/L?]C59CJ2'T<'VVG? MV2[*G7X0Q$OJ!W=4$Y'-Q?F<#-_%5BPV"E=JJS;P1KKWY?=/#(5@[/F
AW0M M]QM1;K?ASM]Q_YE$:(P++9?\T7F\:0WPT02$ M]4V&2_"N@JSX]#TQFFZ=\R'N."@ #R!JLHX>-V-G)53
MXMHK&4YU%PJ=0N6EH>F"5F_P5/#6>NP=/A',39JT? -LG!.SM@HM97Y(V(/ M_=LH]D:XVYQN9O2"_;2^[% X;3LFXDPZF7U3+9-4CSBY*
[R@-1C@!X.?[*)FK)^ M!2Z7;,]6)@U >$IZ@YFY9))%+I)/)'AZ"Y(:^.(J">#-ZZJD?>Q%T\,LGKB M\A %E_495FY(_<@.K('3@U5,M6+$'=R1F#O-
05HCU;K,9WTOSKQ!?+!A,"K4 MM&L?/_OT29&^Z08[GZ8K)!'#40^]/D\ ISR7SBZ3OF;\M5@Q<6#>P5W>:S?_'6
MF(65B=+WNPSF,,I.)>7ZU)T^N3I,J2[?5XN M*W]+M*I((GKD79P#8"7U=\3.SXEY%,W:H-
,'XG/_!@.B$/U:!%$GH,@"C\Z0MW"0\/,$3=C(^_6]GY$07=U'HL*&PO">> M\W&MVR,OY*<<-$FJYG0@8W4Z$&7VG'YFSRKOK5X8PM"Y3W=U-
D!S/+XH01Z3 M*/*8(E-=&& "X/*^2T((^;G]8A!#,%[9XB60J]H1*016E2D\%T$VSU\AP#2$L5\ M*/2\L)>,P#)!B6F,?\)MKUXTHPA[
M3AAR2PF56:KS46ED)R/#6=61[=RODI\(=9_F\: M7(:-[O*N[7]S_\EJ_3-RWH4L&)6[^?FN5A0&P1NL4RCBR'Q@;+YH,,@>Z,;T
M,5EI0F.KZWI@IB)\T""0PVYX34[U(T.VV+U MM&6*F+$A1:Q1&5=*V8RKIRDW+435 6H%P6JC0- 9RWO+IV0T0N<48&_F#<+T M%4+^CMWB9?
C*:C>PA_-0E"3FQO5:V.@VPM'R/.<.V'0Q MN#+A]PT<$)4382=X,,X>']?\L,ONQ.=<>R*>K6=C'OC +]"7"#OF93?4"D.G M=+)BP_Q&UQ,--H.1W(O41"?
2G2_\U0$ZA.\S.CZW7=(LO-1GL[##YZ&'A?UY MD(1IIET87>29=Z"00R<"J=U+E7FJ@-,X&J!Q7N,7.P*V>W2JNM=J)\-<5$_? M,X_"]R$J*-^]S9T*?_#W?
/Z;.Y0$JQR[])-0GB"V;J5&^9Z R&,2(G+^D< MY,KU [,.-C +!H81A*!H5@!*VE*A!EIFM."IQPR[L[SN/ !I'+[?%9V(73: M B_)E@N499,S,S?A-
7FZ8VIJ%HN\S(V5#BU%318N@[_&3IXYC3]W&*4.NQ2Q[2*Q7TZ+<#1E1OP=,.])B@KQP]Y+%I!83XC M)YO17 +E[(R Y]+=-
=I=PZQ*;VF3;:.MEEIPF]#$5E%_!0+C.PB9_]^+!=1*!,&)A@2PK\+>I!<=YL@?OM,=4"_K MJ#N[%<1&DT"Z(ETD,+W_T?NDM>T3VYTF$/6#XB+BC
MNH ;"HXYJ 7'"%:C%O7$YYKU!BPWQF[Y2:.TX@S?V_/C3VD<+J5*]QTS>A$. MW5ESMHOV&WJE73?$,K,\-)?*#Y[1G@K[/"J;QL
PG%H$@,R)G.]CD**@J="F M76RV5W9%LYGE\2VP'4/TTPR=<<0N\P^?\Q*!GL]7BM_T>?[Y&]:*'7 Q4SZ MJFRHN;:V22@>\)X7J[D@'L<"-
]D%U%WKZK.E"0.+ M4C5]3#7*T-ITXE]*=2&:&[^G9L;MQ,P0P,+8HM[I1UFE)S#%-J_1/I"R%]>* MZ_&36R@T2K>ID[MQCF>^2.J^S'4^2T%X*8V73-

LY+RIJ=%?'DM[KW.3'G R M Z69?NB95F1_GH#X^L5%5T.8E2T($GB4&_U:H75Y'FNP#R"6+VOP6J0]I/>E M_TE-^3L+
<2C."^,5/@N\X!]A%8CP1/B/,F4B/!%^#>$KZL.TJ69ZE=/?'%R3 MTIH?,T6IRC;26&D_+^[4MZX:7\,*E&[TLOVL-U8@KV&Z93+K3&E#$YCUN1FW M/_%
+I:7Y]FGS'UV?I9MMZ"JZ% Q14FR*NK^LC7YMB\DGY&QF@Y*TRW3YOOW
M8\#&0Q+@T67A$BKGVH4H!8454:*GQ_X>O>C'5,3+$X!=*%.$::V.7E5[X,.! MZY@$^8]C]\XC17+FBF13-[$C*!(=SV#+HF$KC>=U4B3'421JM8K$
$6R=U]H M4B2D2$B1K%0D6OV*Q&QU-$D5-;/Y1B,IDN,H$KU:16*!(FF^E4**A!1)HT!2 M2I$8]2L2N]5194TTY*KZ?Y,B.1E(KE
D9J6*!)L'THYDC2(Y4B?OR3S7%68[MP,FIVP0K$8C"[IS1J7#K1'%:>>NJCY4"-S3E7L>DVW8&;@K92ZD&JW;5H,E8 MBD
2;6/OJ,=>'7++2_\U;:8_%K!6"'B[6@&OM#I*(R#2_,T (7.UR+/J#_1B MNU5+$U7-: *<2>)5)?&L:J.UF@82SVP"1$CB-6V52DF\^B.2F@Y0E@U1W=_7
M1R*O42*OVK@B5IDE(X^0N;?(JS]VIIF8A*&(AMD(%4XBKS*15VT$3+/(RCO?
MG/.KR'.$[PZOHK]2RF\1(CA]9BJ2TO4'IK"8H*Z(LK+W5KP8DDT//9T^KE8(MZ6JC2[H$RKRJZ-
*)"FE"9@42K_YXBRYC3I>HVLO%GTGBG02N5DB\:L,MND(2 MCY"YO\2SZP^WZ&JK8]NBN?]&G"1>DR2>76VX1==(XA$R*Y!X]8=;=+W5,6W1
MD$GBG2BN5DB\:J,MND$2[]AID<>;YP.V$-W)YW@V#OPBZ5Q_9$@W6QU5$BU; M:X+7GP)#E4GG:@-#NM7J4"B<@+FOP*L_R*+;K8ZBB)+>B#
G";S*!%ZU019# M@EU+$Q!" J]IJU1*X-4?8S'D5D>W1=MNA/XF@5>9P*LVQF(H)/ (F'L+/+BC M?HFGMCJ:+)J&W@0\D\2K2N+)4K5!%D/[\"+O2,F.<3
^ZB2?@]@9[GC0/NN^ MI0(1W2#!UI"\,\5VK7'.L2K)?@O21!XHI]#JUV]$-F?/CPNG#$"^=X9OS'J$ Q&CK_/)-,5!EX-
4EZ\!&YA(5X%8W(:,Q9A$*)H^9.G2*9C MR*K3[W=M3=)M6U%ENV?*LF-9NBQ+_S!;G6=$NA#T4ZGDQ]%OGYQ.$2470#_I
M&2"#Y%G]JP+;SR+,9FB7%9CJ#(QE"W3*,5'[/&"@^(?#X UDE<#97HB2$0P) M'A(),?P-A\[[I>?S7XJ^-YH2U;Q3U);+KYEQ:.LMJE:I9ZT^GO5,FE,-
"8:T^F.2=/7/FE#9M7Z M_84\W6#,V:7KC<\F]GE_!BW-A-_AND$DW(+R=H6_)CX35$G:S! M/H!8OJS!:W$U"A(_WI?
^)S7E::CDMV[XJ1/TA2PV^*%6@0A/A/\H4R;"$^'7 M$/ZHYSIGXE[9_1=X\:6=/\#S71CRY85]Y+#7]<#Q?384QDX8^RR,BAOO;EH3
M:DE_WBWI9:G^JE2FVNJ8AFA8%9_PI);TS8?DJH2I:@M:F5A1NN(DOK/J27^\ M-
%_2)&>K2>HO]V5BL0!3E+6*#Z&0)FD^)%=IDFHKA9EXYG_OTDJD24B3D"99 M?4*__K(S)C:-156B5M6Y@53)R6!RA2J1JZW 9EJT*2%50JKDL*JD
<<([5;' MLD19EQO/ZZ1)CJ1)JFT?9$FT*6E";Z&&1X1NO)#UXLE1IA41H:VX]VR*[1;J MC/H[$UERJZ,JFJC*>Y_QI3+.S1+]U?8FLA0P+O8V+$Z[CC-
!LPJA5W\31,LC2(VA645BM_NB:9;8ZNBR)NDQ]V4X462N$GE)MC,RRR-*C M-D54*Y1JA3:\39%E4YLBJA5:B0:MNDV13?
6O3R$'A70:Z;1FM2FR96I31#JM M$IU6=9LBF^I?DTXCG=: E3BM-D6V2FV*2*55HM*J;E-D:Z322*612JM_)4ZL
M39&M4YLBTFF5Z+2JVQ39U"&]\C9%*]L2S;<5,9:[KLR=/E"-ZD\?\.=<>C$L M8&]NNDO5O-(*59E %+XX0P> M7 @8647I..6T1%\78 M&,9E?
1:&S)WTD'%\5_!\%.M,&#OO(VRX S_VF/?*\!?!<5]QMGCSF(5*SO,J$JB@,7"^=BQ(+;([[@.1K#,[[,OG;RQ+_QY M]YV?
7B!7EE3CMVR]WS,5^C@9Q432&%-!8[8ZBBFVU251(P 2AC@\G%NY,2N' M'C0> #;L]O()WS0(BQX-&8]["HV?$>]J.+'PYD0YP-RTY"T2/L0K Q\%W00&
M$\R^"]V4Q02X'Z_O,N G'Z\%2N(7*5HB80R/P6)_;GL;9L3>3D?OY30#2^2I M:,IE:?NF_'@3S!D,*B&!59ECC"ZN+KV4Q])G\M9..;N% MN,QO Y8N-%
<50ARD(@ X-NV%U84+L>]7XO>0!OB=,P3^C0%U3NCF0Q1B%HY2 M3G:!B_C0^"O'P.P32>. (1A/:#SA?]Y>#L8"+Y_ASO_\DZ7(YN=H;HHK1@FR
M1@#U,("O1^,APX]V3^>S%(27TGAI;KNG?=]SQ%?5.J4/8T'\4FF/ MGW.9^I&.1XP\UQVRH[J#OTR<-)GWIJS#_&Q#C^<50MQP"'F%:^2>Q?>!WTO"
M$'BT9,S0D# G7#5%7:FJO&4#8G_$#N? #NJ&ZDL'80>YU;$M42-N(&YH%C?H M-3 #YE:KJJBH51UE(VX@;JB$&XP-&<0'80<5=(,JREI5!3;WY88C%;.
<;'B: M6,^2(V="[32Z&?371-"HUF6ID].J89"XJ]CIRDTCW%%I5M):'447#6MO,XNJ M?C0'0BMD\H$@I .$5-'6"4)G!*&C(LAH=31+E)I15H80=- T_ -!R
0(J:*Z M?YNQBB!T;!]X8TW"JU$ (YX:A%OD5NUA&6Z[=VP*1_U295&=54PU0X'2?(4) ML99H6 V/>]2-CTBFQ^=Z#[$@C116I01
M%C6$GV6,N&F;J*I5=?MI^@GN-;X,XEKBVAVXMH9 N:SBZ793U*SEO0:Q+;$M ML6TCE:U&RI:XEKCVU)2M?
B[*=D5=E^E9^48=9L^K+;@P_=U=OT6UA(I!<@>O M\T(LEO MB!8B.,4"[MU?&#)>[?X8MX6M-&0'![DR$)PP
KL6T9.Q3<).1U'G:JH'(ZE9H>V7D)&8P^KZ^25^, 2OM1AOXQ"&/X?3@, M>GGEE7"R$JLJI&!YGE)UAK3U988FE82R%\]08$J [;3II/20H>#Y'U%3Y/:R
M$9P7'VH+ZU>,M8VCME]%:36Z@F)TAB*W.@4E$O\# MY^CQ^CJ;2%M4""YYZ#_!MU$_'?5W+FSD.;(# MG_0N02#Q(E_36:-
O45FT,/)*8&]>/$CK&O&A8 6RF6I?\$/(G'[,P@595ER' M#M_H*9+I&++J]/M=6Y-TVU94V>Z9LNQ8EB[+TC]T&-#ZHE)6[?+N/H@SR&OM M#
<1=).U74"1_NXY\$Z^=1B^ MS^F2+HO?L%I6]@Q>FM:R_QQDE603'S'_6<2 MH;[^5Q+P4F_(3A&'+B\TF$$TXCCW<$EQ&YM7I9N!.Y#L,Y&L.I*MI-
D\H9 L M$=@$0R?,B;+(C,NT1%*F#PQ0JZ/T]!>>RP4JOBZ8#F).U"T27Q28QQ_F>B!^ M8Q!X_"V3O^)!&"0O@USD88W*H!NDM0C%=!I)-XI!!*;5!
[E<2(9#7B4QM\=! M!8!9!!? DR-0BES_?<89;V.2S%=UT92VB87OQD&ZB;OD)15AF:;U[OYC7A=F
M6S1I>HO3C8)A$J^^9:EZQE%QC0UUYY9EYM_!I,K-&!3:11=LNQ\7W+R[=(9O MSGN$WJE9%@;^75BYQ4FOG%J_/S\U,&(!8O?L37@,P,[=BX?
X"KM8FI-3^I)7 MSL6K8$Q.8\8B#$(T$?^TV2(V6QU>YS(_P99:>$ZGB)*K;3NET+93U]EV))6W MD!R$*TNX[B,%YP*(Y#9&6NLWLR,7*L,$;-
X.3T3C=QB91NEG/3+95 M2F3!D/.Q^O._$F]AZ,! ($RXS?K/Q'WA'V"X+(IA*X_O:Z85.^/:_J\(;-!H M(.#D8*Z\DG Z6] W'O=L\-^Y*0NWA!Y?Z[XP@.<-
D>1PHXL[:O8^V2* '$CI M-'&33*S@J.!2OA$'K9UA;J+\INL_\%CHA+W!.]8:=H"$>,$[']Q2_P)UB(%/K M^4YCA7FWKSW\"K/GNE84W@9>KV#Z?[2?
VK#%X2!Z%R+62\+,+."_O*"+ MQ.=X (#XO?E+X$FP=>5Z?0S[W5#D2PYB=(R2% =P*J("\NR];HL/\(;_^,'J5Y7P@>_F24EWG)G_PWWP'Y&0^,XO3N05
M.5>T E6H+3M75KOD41S-^>3UYI617JK_S644D-%Y=0 _<,<%H.F"NT*FT,\N M1ZE;^3R5%OI-'@&8* MT9D9UJ*,%9<$;#2 NR[0^%_Z342.63LQ?
%>ALYJ__(;U&+J=LY]D_I,Z0>=) ME-6&\=I2N;+:ZRH\EZL5O;+",TQ%+OOR0P_*:H-936/:.":[;1G5E0RO:IT,
M6V_8F+9:IX)4K%Q@@,YCI:XZ^IKKNE5%E?8:$KWJ*)W:R(D7IW45IT;1A&G" M'WS"LGY*]8\?IQ;UY=S,3UTPY\T?A"VKU^\/XJ:0]"K?@?
W6#3]U,#'N0TW_ MC\F&D__+[#I_,CS_P5S(8]CF#1E!::Y+4=HX%&0N-W$-;EVHD&JW_[3&8T_ MIZ(!ON,?;J?.DWWZ?,PNQ9DOY]4ZC]$6:
[CS!H[HL<*,R;UZ$V0+OURG!T*X MG^X\"^ROZOI\K#KBA591_"0 SF!5PN#FKK<;UZO\SC557K6IWYT2U;,36>W MHL&5[^+_9O3-57SMA.$[+
-7V&4/;REZJV-(HFU6W*%^*[9N8KEQ8K,/RF9Y M0>F)KA.R/-J9&5S\1XQ'C$ M>&49#W?E.S&>28Q'C$>,M]&P+#@N5=JXM,BX)%;[4*RVL6/@H5C-
;G5T4[3U MJCI#$:LU 'O$:FM8S3X(JZTU'E7I#(S'2EWGQ++$LENSK+JQ<<&!M*,JMSJJ MR!O,-Y]KCU04^M@QD_ST\TYQDVTZ[-
#]=/]YW']8#7VHN1RIU=%$R36QU1$_ M(O3[TB'"#9V,J'W$K@;%QA8D!PB9JDJK8QAX&00G,X03FH-;OK*D]EMSJ:9(FF5E4*
M)FVJ3A]6V[JME^"D20@G0E*CD52N ?NAH+3@I%Z&$N_YLHREH_=@)QC5()"F M")K'4UG]IBFI?I-LTF_G!"?C^-X9C4*O9PFE#8>?
#B:9M-.03.2#K@^:ASDL MM%[*Z4V3PU&?$?&AL.$!W:-Z,9V.E34@U1,O8^ MF%#,%'4TKB=@[0FLW;TS)@#*J*H).T&I$>Z9
V%I30[A%I++0LDEF]8>WAM" MV>D*K,KV2':J 751TDP26^<#*.TP!SW7[FSTZLYF$Y0:!*4-V(XP=L8LI+R;
[%=R8S,JITUAM3JV):H2'I#_*>$JOI1M7/2C8%Q M(@(2 6F/C)NU%H/1N'@/P:P&F%6U+3+43/OMW2B"T-0@--5PE,"H+AQ!4&H0
ME&I*!C3TDQ!,E&U3&S+U&K(*C>KZ=%*V3;7^FJ>D&P>Q,ZP_J69E.Y!S9<22 M.9F5>W#PH(MH2(HH&U5Y][>CX0E$D0B,1W+\6*V.
(AV\HQ#!K^'9.X?"WUXG MM Q^LL;6ECV3I;-[")G-0>9!@5G51LZ44NTLB9I:5:TP N&I@K"&$Q*F?+0N MG02_AL.OIJQ(4SE]&7@2F4D?#M
U)&::E5=&.QR4*9LI\XX]HVM,<**(Q9$P MXD6%F"LXL= '+ BO" 8!P.8((0JY$ 8N=-$7Q])J74.U;AJ**.M[.QXK MI'1-
P5+B:N+JAG#USFY<4Z_$C4O,3,Q\+LQRREN&OL[Q8G/B<_/ MA<_K9O/2_&NFUK3C5B9&+DC\C(LK[I/"YW&570S]?$*J&Z(=I&5?73
MB%F)63\8LVXXHGRP^)5=8?RJD=Q;6QXW20*2!+M(@DWGQ:I2VY;4ZJBBI)RZ M2XQ' C_%*!PGT:QT0O?)" C62__&9?;\Q.$SG WG9:32E+:I SG'0>3A-
9"/K-_#L(MI^'-%W;1#9GSX\+IPQ OG>&;\Q[A4L_,9.3Y%PLKMSCIE5/K]^>G]NR-6"3< MLS?A,1@Y_CZ33'$#H,>>MT@2P"D+\2H8D].8L0B#$-
G]3YXBF8XAJTZ_W[4U M2;=M197MGBG+CF7ILBS] [;"SPAM(>BGD@(VW+]]<[HBHI2)/N% MN5=Q_JW66GV/=B'/0W?DA"] <\[
"H]Q3WJJ65NF/5H&28BESVY8<>E-4&O#5L3&;;DJV&C:FAQ#-LO6%CLMNZN9'S MJK38C[[FIJ2N?=*&)*5=(/%^(!T$"CW"CI=C)FAD59OG1
M9;M=)NO;("U)^O'S",;!V&,*6C1Y1QB3IT9;EB/C;HL%%19%!2^;ZJ:'QI, MUDDZU6_=\%,' ?2X\+ESMTMU4]_: M,=+$1<%(<.HM^D]G-/ZKF;
MR.K5J]3+_:$I\41*2L_Z],,A.Q4\NXJOG3!\AV7@VKIT:$1N M=719E"W[T.>@CIFU0&Q&;%:6S=;F_57>^,BJK@0J,1XQWL=CO%UK#UO'._E+
MC$>,UV3&V_. _1;&I4;&);':AV*U#96&#\=J>JNC&:*E$*L1JWT(5C-J*)UL M554;#Z<=3=".HFHX4.EES_H3NI_O/[/[Z>W+L] D'=AY(0_6"ST8<+
[%*&CCK?K M;(J=JO'N&S6UP)Z01$G=N]\FM?5N/I2.'!EL7#ME E?CP+5K],N6"%P" MWUC;,BG",X33AA+SAX.30G Z0SC54.#=KCS-
X\R<\01+8T/5L(/ LKH&PQ7! M\NR]S>1NIOOI?G(WG[.[^3H(QUAZAPG=@'S-A[,82I8NK+I)L*VW.JJLB+I<
M52";]D>G#ZN=^T381JMCRE5UFR8H'09*Y5KW'@I+"P[G92R9()K,92R5[LU+ M,#I!B515C5[;2A6A!/"X51SQ)*&\XR'4@RF9)T&I*)_,GU
M0?,P9W_623E3JKPO^*GYDQOKD_FC_=06XI"WJ7TO*G%4:3?:K=BO8*G/A_W, M#>>!#NR<,27>'UU2)%&NK#O,L4P. M;A@+5+@N 6:%-;'454-
8V0UFBDE?/> M' IJ&[PWIH0']0NP5+J)),'H! 5697LD/=6 9B\Y_5RSFJ:G*.LFED/SDL X_9'O"3R M"_-[%;ERR).ZC@\W)(P?
W)5CMSJ6)LKZWKMK"AV=#:IV3;,Q90E,#T2)LY%4 MTD]S("AM\M/(2IUC0V,V>KL;6(0D,X?2#M6V3+EQL5T M"&8UP*RR?
9&=J3];)CB=$9QJ."^@5%?_CZ#4'"A9-67*?)I2";*J:D/FC7D M#BK5-=>DG)IJL?.4=.,@=H;UI\[LUVWF-'FQ9/)EU7X<1<4D3-W21$LYB58L
M!,F&0_(PAZL4K=511:F@G EA]#PP6B[=YU @7>-?V@*DZ6F;@OI-I=.!/@0^
M3P>1&;31X1U#;F=2N7UT\ZJ:6IC'6S/Z%T3G"AB<22,>/4AY@I.+/0!#L(K MXD$ O#E"B-(NA($+7?3E'"9W:M,]&2;29;U4@?!ND(!\3JV^/6SYD^L&7>6"
MG+K 6R'NUK9*\]V%7?>"JI_S7I;5[RH>X1(-TQ"ERBKN5$'IF@*NQ-7$U0WA MZL,X@%6Y(@BF?^7&9?2]'NJKL[T@G/B<^/Q<^KYO-2_.OFAKG
MEBA+9)P3(Q,C[^1CW'3HEWN4]N_Q:ZIXRM<0+8-XE7B5>'4G7MUP#/I082Y5
MKS#,U4CNK2U1G"0!28)=),&F(VF5:6VCU=%$U3AUMN=QPD\Q"L=)K LFA,OJ M^8G#9S0;W!LYX8OGIR-1CA?*4Q)5Y$0]
(6_)CY+UUB51$&1%$T4X@$3KH,1 MC.1=&#BN\.C'C&[?M<&),<8)] -NK4)+,\3A>;[M3P$(X>1E0@_>)HP!P&/X%&N"Q.'OJ" MN4] M)LRP?
MQVO>/>=;TUJ:R&JA8GNZZW)K)Q_!UZ:OD04?'@RB@+GIY@RKA_$ M K(ZBAY<$@'U0B8LQO!M (,8@ZB%I65N@V7>O)R""3CY1N8"9G41 4U!'[R"
MSL!ZS%$J[V'BV79&&*)\CP_^"S M_X-1[)![,-6H&@]/R++97BY^(^0*%>%1:IIZXZ;)O;BRI;>7CQ)/IUF>DT2T M,<8,'O3*AN]MH1*@@6Y&=CL0UE+)N-
Y)GI'@_6HX#'HH)T&(/H%A//WE!KZ] MZL,HBZFS3 -+'Q+:ZN'1UE-$]3!-+7M]G+[APKQU4CANGHC@:ID1I^AAA&X M?3Z#_;U1'<$6##XMR9BIDG]
*Q3-VI -&!CWK^S.!SN=H96R6A1=N?],TE'> ML_BA/UOL:8;J>$ZEO1S;G0,USM'S>\/$A46 S8DS'9H0X-APUS ='%X+H\.5 M0A4+TW?A!RY.?
+Y7Y3=VG:'C]Y@0#1B+VT)*A%4@6B $*OV]";%)QA]B_4L* M?:S$M7&W>"P*H6I8,NZFAA=/FUVO)QPPQF;VKJM:@(K"QM82(LYGKKBAR(?2
M")Q$.*^L MSBM)!YZX EX$T' '[N]P"7&!LF &,J+FS\'DX+.L=2? ;C%E-[G"BZ($5R6]%Q^<.Q'ZP^ M M$OIA,.(_9HOZ+A9NGCV?OQ9>$;'A<.$&CKQL
<"L1CM[UO7R!@#%!0T9;%W" M=*!+3X$+<+O"OPM9#VG.C7,/\3)GB.0R8H/'Y[^B&\A([+9J"5N4D0S"P$X.7KBOX4(#C\[_.XA)TK/"<.9WBS' MT[*<1D
M0[@/8ECF7T!DN:S/V;'+). IICE+':5O(#LQ,MEH6BH-2TD/R< M$C'U-V7[*92*4Z3B'+C41,BFUD(<;25A4V&;;43Y1FWN5)N7-V)@UH8)R#I
M4K&+=GO*&L>GZC(S-HAWV.S^*PP3%RR2V4%KW M\S-SLFFTEQ,!"?/9Z ZYY>T,GBKR^A^HO$KXQ,,B%N[L9S>1-
M1HWW$F>Q","%0&"&"4K*XS\+G]/W+E_3&9@,/-!L86_P MCMK;SWS<'C7#_CEL4>%_/\=$,#[HPAU!IT& 4N&[:%.WB,FQD[$THLWQ^)1;='7.)-
IU$\T_A]C(&LX;L [!C@#-[3 M\UO 85TT2_K9.U)YFEJ@@#>\;#(,46!>BBPP4WHQ_A9B9"7[:\Z*G%A&&$B) MHM&,439=I1YG10SJ_4#"VR,VC\.5ZJ+.
CO#E^SPVG"+C&!TMD ME%EB(^<'$_Z9N"^95>V[$P,5U1.W6-&4Q+'D;TS#/C"MA8-LZX)[&?XTI6WJ M@%%0-
YR4E]SNA%W$YS?/C0=Y7';FQBQL*4UO<;K I+QA5UT 3X_+AQTK%PZPS?G/<*XZ:R0 FQL'*+DUXYM7Y_ M?FK/W@BH?_>A,< ,+#/)-,@,.B;(
T,7H(R9B%>!6-R&C,681"BGOV3ITBF M8\BJT^]W;4W2;5M19;MGRK)C6;HL2_^ O?$SER' :5Q% R_\]LGI%%%R >69 MCC44]4)K-
4;"@^SM>D/8$G%YDT<=_6"%Y"M6Y^O%_2ZAEFT$!J[G9HKI&(Q< MJU2MZI>V&= 'T=A[QO8<5!S-GT1!<-/R>DO%XR(6T M,_R2&O9/:-
=/LTJB9[C]RS#H_9B:>79J8,)Z,O,4BZ<3\9HF\P M7:3*@W_Y^\!8O\G>EE-D2I#K) P!N05;'EUJ=JPWC[#EAN=8P"_VP^ MX,7@VO