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or furnish periodic reports with the Securities and Exchange Commission (â€œSECâ€), including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and if applicable, amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act. Through the investor relations section of our website, we make available electronic copies of the documents that we file or furnish to the SEC, the charters of the standing committees of our Board of Directors (â€œBoardâ€) and other documents related to our corporate governance, including our Code of Conduct, and other information that could be deemed to be material. Access to these electronic filings is available free of charge as soon as reasonably practicable after filing or furnishing them to the SEC. Printed copies of our committee charters and other governance documents and filings can be requested by writing to our corporate secretary at the address above. Information on our website is not a part of, and is not incorporated into, this report or any other report we may file with or furnish to the SEC, whether before or after the date of this report and irrespective of any general incorporation language therein.PEO IndustryThe PEO industry began to evolve in the early 1980s largely in response to the burdens placed on small and medium-sized employers by an increasingly complex legal and regulatory environment. While various service providers were available to assist these businesses with specific tasks, PEOs emerged as providers of a more comprehensive range of services relating to the employer/employee relationship. In a PEO arrangement, the PEO assumes certain aspects of the employer/employee relationship as defined in the contract between the PEO and its client. Because PEOs provide employer-related services to a large number of employees, they can achieve economies of scale that allow them to perform employment-related functions more efficiently, provide a greater variety of employee benefits, and devote more attention to human resources management than a client can individually.We believe the key factors driving demand for PEO services include:â€¢the focus on growth and productivity of the small and medium-sized business community in the United States, utilizing outsourcing to concentrate on core competenciesâ€¢the need to provide competitive health care and related benefits to attract and retain employeesâ€¢the increasing costs associated with health and workersâ€™ compensation insurance coverage, workplace safety programs, employee-related complaints and litigationâ€¢complex regulation of payroll, payroll tax and employment issues and the related costs of compliance, including the allocation of time and effort to such functions by owners and key executivesâ€¢the significant costs, time and specialized knowledge required to purchase or develop the technology infrastructure to administer benefits, HR and payroll processing on an integrated basisA significant factor in the development of the PEO industry has been increasing recognition and acceptance of PEOs and the co-employer relationship by federal and state governmental authorities. Insperity and other industry leaders, in concert with the National Association of Professional Employer Organizations (â€œNAPEOâ€), have worked with the relevant 32024 Form 10-KBUSINESSgovernmental entities for the establishment of a regulatory framework that protects clients and employees, discourages unscrupulous and financially unsound PEOs, and promotes further development of the industry. Currently, 42 states have enacted legislation either recognizing PEOs or requiring licensing, registration, or certification, and several others are considering such regulation. Such laws vary from state to state but generally provide for monitoring the fiscal responsibility of PEOs. State regulation assists in screening insufficiently capitalized PEO operations and helps to resolve interpretive issues concerning employer/employee status for specific purposes under applicable state law. We have actively supported such regulatory efforts and are currently recognized, licensed, registered, certified or pursuing registration in all of these states. The cost of compliance with these regulations is not material to our financial position or results of operations.The Small Business Efficiency Act (â€œSBEAâ€) created a federal regulatory framework for the payment of wages to WSEEs and the reporting and remittance of federal payroll taxes on those wages paid by PEOs certified under the Internal Revenue Code as meeting certain requirements (â€œCPEOsâ€). We actively supported the enactment of this law. The SBEA clarified that a CPEO, rather than the client, is treated as the employer for purposes of reporting and remitting payroll taxes. It also clarified that a CPEO is treated as a successor employer for purposes of the wage base of WSEEs on which federal payroll taxes are applied. In addition, the law clarified that clients of a CPEO remain eligible for specified tax credits for which they would have been eligible absent the CPEO relationship. Following the establishment of the voluntary certification program by the Internal Revenue Service of the United States (â€œIRSâ€) and Treasury Department, our PEO subsidiary, Insperity PEO Services, L.P., received its designation as a CPEO from the IRS.Service OfferingsPEO HR Outsourcing SolutionsWe serve small and medium-sized businesses by providing our PEO HR Outsourcing Solutions, which encompass a broad range of services. Both of our PEO HR Outsourcing Solutions offer the following:â€¢payroll and benefits administrationâ€¢general HR adviceâ€¢health and workersâ€™ compensation insurance programs â€¢401(k) retirement plan sponsored by usâ€¢employer liability managementâ€¢assistance with government complianceâ€¢personnel records managementâ€¢access to Insperity Premier for employees, managers, and client ownersOur Workforce Optimization solution also provides additional services that our Workforce Synchronization clients can purchase for an additional fee, including the following:â€¢employee recruiting and supportâ€¢employee performance managementâ€¢training and development servicesâ€¢strategic HR projectsOur PEO HR Outsourcing Solutions are designed to attract and retain high-quality employees, while relieving client owners and key executives of many employer-related administrative and regulatory burdens. As a co-employer in the PEO relationship, we assume or share many of the employer-related responsibilities and assist our clients in complying with many employment-related governmental laws and regulations. Historically, we believe that we have successfully marketed the compliance component of our service offering and that our compliance-related services have increased the value proposition of our service offering. Among the employment-related laws and regulations that may affect a client are the following: 42024 Form 10-KBUSINESSâ€¢Internal Revenue Code (the â€œCodeâ€)â€¢Occupational Safety and Health Act (OSHA)â€¢Federal Income Contribution Act (FICA)â€¢Worker Adjustment and Retraining Notification Act (WARN)â€¢Federal Unemployment Tax Act (FUTA)â€¢Uniformed Services Employment and Reemployment Rights Act (USERRA)â€¢Fair Labor Standards Act (FLSA)â€¢State unemployment and employment security lawsâ€¢Employee Retirement Income Security Act, as amended (ERISA)â€¢State workersâ€™ compensation lawsâ€¢Consolidated Omnibus Budget Reconciliation Act of 1985 (COBRA)â€¢Health Care and Education Reconciliation Act of 2010 (the â€œReconciliation Actâ€)â€¢Immigration Reform and Control Act (IRCA)â€¢Patient Protection and Affordable Care Act (PPACA)â€¢Title VII (Civil Rights Act of 1964)â€¢State and local law equivalents of the foregoingâ€¢Health Insurance Portability and Accountability Act (HIPAA)â€¢The Families First Coronavirus Response Act (FFCRA)â€¢Age Discrimination in Employment Act (ADEA)â€¢The Coronavirus Aid, Relief and Economic Security Act, also known as the CARES Actâ€¢Americans with Disabilities Act (ADA)â€¢The Consolidated Appropriations Act, 2021 (CAA)â€¢The Family and Medical Leave Act (FMLA)â€¢The American Rescue Plan Act of 2021 (ARPA)â€¢Genetic Information Nondiscrimination Act of 2008â€¢Paycheck Protection Program and Healthcare Enhancement Act (PPP)â€¢Drug-Free Workplace Actâ€¢SECURE 2.0 Act of 2022, as part of The Consolidated Appropriations Act, 2023These laws and regulations are complex, and in some instances overlapping. We assist our PEO HR Outsourcing Solutions clients in complying with these laws and regulations by providing services in the categories set forth below:Administrative Functions. Administrative functions encompass a wide variety of processing and recordkeeping tasks, mostly related to payroll administration and regulatory compliance. Specific examples include:â€¢payroll processingâ€¢payroll tax depositsâ€¢payroll tax reportingâ€¢employee file maintenanceâ€¢unemployment claims processingâ€¢workersâ€™ compensation claims reporting and monitoringBenefit Plans Administration. We maintain numerous benefit plans for eligible WSEEs including the following:â€¢a group health planâ€¢a health savings account programâ€¢a health care flexible spending account planâ€¢a 401(k) retirement planâ€¢an employee well-being programâ€¢cafeteria plans for group health and health savings account contributionsâ€¢short-term and long-term disability insurance 52024 Form 10-KBUSINESSâ€¢an educational assistance programâ€¢an adoption assistance programâ€¢group term life insuranceâ€¢accidental death and dismemberment insuranceâ€¢critical illness and accident insuranceThe group health plan includes medical, dental, vision and prescription drug coverage. All benefit plans are provided to eligible employees based on the specific eligibility provisions of each plan. We are the policyholder responsible for the costs and premiums associated with any group insurance policies that provide benefits under these plans, and we act as plan sponsor and administrator of the plans. We negotiate the terms and costs of the plans, maintain the plans in accordance with applicable federal and state regulations and serve as liaison for the delivery of these benefits to WSEEs and corporate employees. COBRA coverage is extended to eligible terminated WSEEs and other eligible individuals in accordance with applicable law. We believe that the variety and comprehensive nature of our benefit plan offerings are generally not available to employees in our small and medium-sized business target market and allow our clients to compete with the type and level of benefits usually offered only by companies with a larger group of employees. As a result, we believe the availability of these benefit plans provides our clients with a competitive advantage that small and medium-sized businesses are typically unable to attain on their own.Insperity Premier. Insperity Premier is our cloud-based human capital management platform for our PEO HR Outsourcing Solutions and is available to our clients with minimal implementation effort. It is designed to provide our service providers with insight into client and WSEE HR information to better support their needs. Insperity Premier provides role-based access to a wide range of human capital management functions, along with personalized content to the managers, owners and WSEEs of our PEO HR Outsourcing Solutions clients, including:For managers and client owners:â€¢WebPayroll for the submission, approval, and reporting of payroll dataâ€¢mobile access to review and approve payroll transactions and employee time entryâ€¢tools to manage the onboarding of new employeesâ€¢employee administration functions such as viewing or changing information about employeesâ€¢access to client-specific compliance-related information relevant to many HR areasâ€¢reporting and analytics tools to create, view, save, and export reports and data about employees and to perform more complex analysis and visualization of their workforce data with the Insperity People Analytics solution â€¢ability to manage employee time and attendance information, absences, and paid time offâ€¢access to talent management tools in the areas of recruiting, performance management, and learning managementâ€¢access to a library of online human resources formsâ€¢access to a wide range of best-practices human resources management contentFor WSEEs:â€¢access to view, edit, and change a range of employee profile informationâ€¢online check stubs, pay history, W-2 forms, W-4 forms, and other state formsâ€¢employee-specific benefits content, including summary plan descriptions, enrollment status, and tools to assist with benefits selection for Insperity-sponsored plansâ€¢access to 401(k) retirement plan information for covered plans 62024 Form 10-KBUSINESSâ€¢e-learning web-based trainingâ€¢links to benefits providers and other key vendorsâ€¢performance management tools including self-reviews and review history, if offered by clientâ€¢ability to submit time and attendance information, absences, and paid time off requests, if offered by clientâ€¢mobile access to perform a wide range of employee-specific activities such as reporting time and attendance and paid time off, view pay stubs, insurance coverage and ID cards, view 401(k) balances and other commonly accessed dataPeople Management. In addition to the services we deliver through Insperity Premier, we provide a wide variety of human capital management services that give our clients access to HR advisors and additional resources normally found only in the human resources departments of large companies. All PEO HR Outsourcing Solutions clients have access to our advice concerning personnel policies and practices, including recruiting, discipline, and termination procedures. Other human capital management services we provide include:â€¢drafting and reviewing personnel policies and employee handbooksâ€¢designing job descriptionsâ€¢performing prospective employee screening and background investigationsâ€¢designing performance appraisal processes and toolsâ€¢professional development and issues-oriented trainingâ€¢diversity, equity and inclusion trainingâ€¢employee coaching and counselingâ€¢substance abuse awareness trainingâ€¢outplacement servicesâ€¢compensation guidanceEmployer Liability Management. Under the CSA, we assume many of the employment-related responsibilities associated with the administrative functions, benefit plans administration, and human capital management services we provide. For many of those employment-related responsibilities that are the responsibility of the client or of both the client and us, we may assist our clients in managing and limiting liability. This assistance may include safety-related risk management reviews as well as the implementation by our clients of safety programs, for which our clients are responsible, that are designed to reduce workplace accidents and, consequently, workersâ€™ compensation claims. We also provide guidance to clients for avoiding discrimination, sexual harassment and civil rights violations, and we assist with termination decisions when consulted to attempt to minimize liability on those grounds. While we do not provide legal services to our clients, we employ in-house and external counsel who specialize in several areas of employment law, have broad experience in disputes concerning the employer/employee relationship, and provide support to our internal human resources professionals. As part of our comprehensive service, we also maintain employment practice liability insurance coverage for ourselves and our clients, monitor developments in HR-related laws and regulations, and notify clients of the potential effect of such changes on employer liability.Middle Market Solutions. We believe the middle market sector, which we generally define as those companies with employee populations ranging from approximately 150 to 5,000 WSEEs, has historically been under-served by the PEO industry. Currently, we have a dedicated sales management, service personnel and consulting staff who concentrate solely on the middle market sector. Our average number of WSEEs per month in our middle market sector in 2024 decreased 3% from 2023, and the middle market sector as a percentage of our overall WSEE count remained consistent over this period, representing approximately 26% of our total average paid WSEEs during both 2024 and 2023. Clients exceeding 1,000 paid WSEEs represented 3% and 5% of our total average paid WSEEs during 2024 and 2023, respectively. 72024 Form 10-KBUSINESSOther Product and Services OfferingsWe offer other product and services offerings on a stand-alone basis and to our PEO HR Outsourcing Solutions clients. We also strive to leverage our relationships with our customers to enable cross-selling of our various products and services.Following are the key components of our other products and services, which are offered separately or as a bundle:Comprehensive Traditional Payroll and Human Capital Management Solution. Our Workforce Acceleration solution is a comprehensive human capital management and payroll services solution for clients that do not choose our PEO HR Outsourcing Solutions. This solution combines a third-party cloud-based human resources software suite that provides integrated payroll, HR administration and employee onboarding, benefits administration, performance management, and time and attendance functionality with HR guidance and tools, as well as reporting and analytics.Recruiting Services. Our Recruiting Services offer direct hire placement on an as-needed basis and provide outsourced support for individual requisitions or large-scale hiring projects. In addition, we provide consulting services to assist in the creation and maintenance of consistent hiring practices and retention strategies. We also provide compensation services, behavior-based interview training and talent assessment.Employment Screening. Our Employment Screening services offer a customized approach to background-check reporting for companies. Services include criminal records checks; verification of employment history or education; driving record, civil record and credit history checks; and confirmation of extraordinary credentials.Retirement Services. Our Retirement Services solutions deliver comprehensive 401(k) retirement plan recordkeeping and administrative services to small and medium-sized businesses, primarily in connection with a 401(k) retirement plan we sponsor for our PEO HR Outsourcing Solutions clients. Services include employee education and enrollment, participant communications, elective deferral withholding and transmission, matching contribution calculation, loan and distribution processing, regulatory filing preparation and nondiscrimination testing.Insurance Services. Our Insurance Services solutions offer assistance through our licensed insurance agency to small and medium-sized businesses throughout the United States to secure affordable, customizable business insurance packages and life, health and disability insurance policies. Insurance Services also assists individuals in obtaining insurance coverages.Client Service AgreementAll PEO HR Outsourcing Solutions clients execute a CSA with us. The CSA provides for an ongoing relationship between Insperity and the PEO HR Outsourcing Solutions client. For most clients, the CSA generally establishes pricing for a period of one year and is subject to termination by Insperity or the client upon 30 daysâ€™ written notice or upon shorter notice in the event of default. CSAs for our middle market clients generally establish pricing for two years and are subject to termination by clients upon payment of a termination fee or otherwise by the parties upon an event of default. The CSA establishes our comprehensive service fee, which is subject to periodic adjustments to account for changes in the composition of the clientâ€™s workforce, employee benefit election changes, and statutory changes that affect our costs. Under the CSA, clients are obligated to pay the estimated payroll tax component of the comprehensive service fee in a manner that reflects the pattern of incurred payroll tax costs. This practice aligns clientsâ€™ payments to us with our obligations to make payments to tax authorities, which are higher in the earlier part of the year and decrease as limits on wages subject to payroll tax are reached. The CSA also establishes the division of responsibilities between us and the client as co-employers. Pursuant to the CSA, we are responsible for personnel administration and for compliance with certain employment-related government regulations. In addition, we assume liability for payment of salaries and wages (as well as related payroll taxes) of our WSEEs and responsibility for providing specified employee benefits to such persons. These liabilities are not contingent on the prepayment by the client of the associated comprehensive service fee. Instead, as a result of our employment relationship with each of our WSEEs, we are liable for payment of salary and wages to the WSEEs as reported by the client and are responsible for providing specified employee benefits to such persons regardless of whether the client pays the associated comprehensive service fee. The client retains the employeesâ€™ services and remains liable for complying with certain government regulations that require control of the worksite or daily supervisory responsibility or is otherwise beyond our ability to assume. A third group of responsibilities and liabilities are assumed by both Insperity and the client 82024 Form 10-KBUSINESSwhere such concurrent responsibility is appropriate. The specific division of applicable responsibilities under our CSAs generally is as follows:Insperity Responsibilitiesâ€¢Payment of wages and salaries as reported by the client and related tax reporting and remittance (local, state and federal withholding, FICA, FUTA, state unemployment)â€¢Workersâ€™ compensation compliance, procurement, management and reportingâ€¢Compliance with the Code, COBRA, ERISA and PPACA for Insperity-sponsored employee

benefit plans, as well as monitoring changes in other governmental laws and regulations governing the employer/employee relationship and updating the client when necessaryâ€¢Offering benefits under Insperity-sponsored employee benefit plans â€¢Administration of Insperity-sponsored employee benefit plansClient Responsibilitiesâ€¢Payment, through Insperity, of commissions, bonuses, vacations, paid time off, sick pay, paid leaves of absence, and severance paymentsâ€¢Payment and related tax reporting and remittance of non-qualified deferred compensation and equity-based compensationâ€¢Products produced and/or services providedâ€¢Compliance with OSHA regulations, EPA regulations, FLSA, FMLA, WARN, USERRA, and state and local equivalents and compliance with government contracting provisionsâ€¢Compliance with federal, state, and local pay-or-play health care mandates and all such other similar federal, state and local legislationâ€¢Compliance with the National Labor Relations Act, including all organizing efforts and expenses related to a collective bargaining agreement and related benefitsâ€¢Professional licensing requirements, fidelity bonding, and professional liability insuranceâ€¢Ownership and protection of all client intellectual property rightsâ€¢Compliance with the Code, COBRA, PPACA, and ERISA for client-sponsored employee benefit plansâ€¢For clients electing payroll tax deferrals and claiming tax credits under the FFCRA, the CARES Act, PPP, CAA, and ARPA (collectively, the â€œCOVID Relief Programsâ€), the client has sole responsibility for determining eligibility under the programs and depositing deferred payroll tax amounts with the U.S. Treasury as they become dueConcurrent Responsibilitiesâ€¢Implementation of policies and practices relating to the employee/employer relationshipâ€¢Internal compliance with all federal, state and local employment laws, including Title VII of the Civil Rights Act of 1964, ADEA, Title I of ADA, the Consumer Credit Protection Act and immigration laws and regulationsWe maintain employment practice liability insurance coverages (including coverages for our clients) to manage our exposure for various employee-related claims.Because we are a co-employer with the client for some purposes, it is possible that we could incur liability for violations of such laws, even if we are not responsible for the conduct giving rise to such liability. Our CSA ordinarily addresses this issue by providing that the client will indemnify us for liability incurred to the extent the liability is attributable to conduct by 92024 Form 10-KBUSINESSthe client. Notwithstanding this contractual right to indemnification, it is possible that we could be unable to collect on a claim for indemnification and may therefore be ultimately responsible for satisfying the liability in question.In most instances, clients are required to remit their comprehensive service fees no later than the same day as the applicable payroll date by wire transfer or automated clearinghouse transaction. Although we are ultimately liable, as the employer for payroll purposes, to pay employees for work previously performed, we retain the ability to immediately terminate the CSA and associated WSEEs or to require prepayment, letters of credit, or other collateral upon deterioration in a clientâ€™s financial condition or upon non-payment by a client. These rights, the periodic nature of payroll, and the overall quality of our client base have resulted in an excellent overall collections history.PEO HR Outsourcing Solutions ClientsInsperityâ€™s PEO HR Outsourcing Solutions provide value-added, full-service human resources solutions we believe are most suitable to a specific segment of the small and medium-sized business community. We target successful businesses with approximately 10 to 5,000 employees that recognize the advantage in the strategic use of high-performance human resources practices. We believe approximately 10% of the overall small and medium-sized business community in terms of WSEEs are â€œgood fitâ€ companies for our PEO services. We serve clients and WSEEs located throughout the United States. By region, our revenue distribution for the year ended DecemberÂ 31, 2024, was as follows:

(1)The Southwest region includes Texas.Please read Note 1 to the Consolidated Financial Statements, â€œAccounting Policies,â€ for additional information related to the change in revenues by region.All prospective PEO HR Outsourcing Solutions clients are evaluated on the basis of a comprehensive analysis of employer-related risks entailing many factors, including (where permitted) industry and operations, workplace safety and workersâ€™ compensation, unemployment history, operating stability, group medical information, human resources practices 102024 Form 10-KBUSINESSand other employer risks. As part of our client selection strategy, we strive to minimize offering our PEO HR Outsourcing Solutions to businesses falling within certain specified NAICS (North American Industry Classification System) codes for those industries that we believe present a higher employer risk such as employee injury, high turnover or litigation.Our PEO HR Outsourcing Solutions client base is broadly distributed throughout a wide variety of industries as follows:This diverse client base lowers our exposure to downturns or volatility in any particular industry. However, our performance could be affected by a downturn in one of these industries or by general economic conditions within the small and medium-sized business community.We focus heavily on client retention. During 2024 and 2023, our retention rate was approximately 81% and 83%, respectively. For all PEO HR Outsourcing Solutions clients, the average annual retention rate over the last five years was approximately 84%. Client attrition is attributable to a variety of factors, including: (1) client non-renewal due to price or service factors; (2) client business failure, sale, merger or disposition; (3) our termination of the CSA resulting from the clientâ€™s non-compliance or inability to make timely payments; (4) competition from other PEOs or business services firms; and (5) clients electing to bring HR in-house.Marketing and SalesAs of DecemberÂ 31, 2024, we had 106 sales offices located in 48 markets. Our sales offices typically consist of Business Performance Advisors (â€œBPAsâ€), a district sales manager, and an office administrator. To take advantage of economic efficiencies, multiple sales offices may share a physical location. We identify markets using a systematic market evaluation and selection process. We continue to evaluate a broad range of factors in the selection process, using a market selection model that weighs various criteria that, based on our experience, we believe are reliable predictors of successful penetration. Among the factors we consider are:â€¢market size, in terms of small and medium-sized businesses engaged in selected industries that meet our risk profile 112024 Form 10-KBUSINESSâ€¢market receptivity to PEO services, including the regulatory environment and relevant history with other PEO providersâ€¢existing relationships within a given market, such as vendor or client relationshipsâ€¢expansion cost issues, such as advertising and overhead costsâ€¢direct cost issues that bear on our effectiveness in controlling and managing the cost of our services, such as workersâ€™ compensation and health insurance costs, unemployment risks, and various legal and other factorsâ€¢a comparison of the services we offer to alternatives available to small and medium-sized businesses in the relevant market, such as the cost to the target clients of procuring services directly or through other PEOsâ€¢long-term strategy issues, such as the general perception of markets and our estimate of the long-term revenue growth potential of the marketWe develop a mix of national and local advertising media and a placement strategy tailored to each individual market. After selecting a market and developing our marketing mix, but prior to entering the market, we engage in an organized media and public relations campaign to prepare the market for our entry and to begin the process of generating sales leads. We market our services through various business promotions and a broad range of media outlets, including digital marketing, television, radio, newspapers, periodicals and direct mail. We employ public relations firms for most of our markets as well as advertising consultants to coordinate and implement our marketing campaigns. We have developed an inventory of television, radio and newsprint advertisements, which are utilized in this effort.We routinely seek to develop new marketing approaches and campaigns to capitalize on changes in the competitive landscape for our human resources services and to more successfully reach our target market. We have an agreement with the PGA Tour Champions to be the title sponsor of the Insperity Invitationalâ„¢ presented by UnitedHealthcareÂ® professional golf tournament held annually in The Woodlands, Texas (a suburb of Houston). In addition, we have an arrangement with Jim Nantz, a sports commentator, to serve as our national spokesperson. Our marketing campaigns use this event and the relationship with Mr. Nantz as a focal point of our brand marketing efforts.Our organic growth model generates sales leads from six primary sources: direct sales efforts, digital advertising, traditional advertising, third-party channel programs, referrals, and marketing alliances. These leads result in initial presentations to prospective PEO HR Outsourcing Solutions clients, and ultimately, prospective PEO HR Outsourcing Solutions client business profiles. A prospective PEO HR Outsourcing Solutions clientâ€™s business profile reflects information gathered by the BPA about the prospectâ€™s employees, including base compensation, level of benefits, coverage options, job classification, state of employment and workersâ€™ compensation classification. This information is used to generate a bid from our customized bid system, which applies Insperityâ€™s proprietary pricing model to the census data. Concurrent with this process, we evaluate prospective clients through the previously described comprehensive employer risk analysis. Upon completion of a favorable employer risk evaluation, the BPA presents the bid and attempts to complete the sale and enroll the prospect. Our selling process typically takes approximately 90 days for clients with fewer than 150 employees, and 180 days or longer for middle market clients. The process can be extended during economic downturns.We have implemented a sales process that allows our BPAs to offer our PEO HR Outsourcing Solutions or refer our Workforce Acceleration, our traditional payroll solution, to each prospective client with which they meet. This strategy allows us to leverage the same sales force for all of our primary offerings and increases the ability of our BPAs to add clients to our Workforce Acceleration solution when the client is not prepared for PEO HR Outsourcing Solutions. This dual channel approach to selling attempts to reduce barriers to a company becoming a client and allows us to offer solutions better tailored to the specific needs of the business, including at renewal.CompetitionWe provide a value-added, full-service human resources solution through our PEO HR Outsourcing Solutions, which we believe is most suitable to a specific segment of the small and medium-sized business community. This full-service approach is exemplified by our commitment to provide a high level of service and technology personnel, which has produced a ratio of corporate staff to WSEEs (the â€œstaff support ratioâ€) that is higher than average for the PEO industry. Based on an analysis of the 2021 through 2023 annual NAPEO surveys of the PEO industry, we have successfully leveraged our full-service approach into significantly higher returns for Insperity on a per WSEE per month basis. During 122024 Form 10-KBUSINESSthe three-year period from 2021 through 2023, our staff support ratio averaged 57% higher than the PEO industry average. During the same three-year period, our gross profit per WSEE and operating income per WSEE exceeded industry averages by 119% and 146%, respectively.Competition in the PEO industry revolves primarily around quality of services, scope of services, choice and quality of benefits packages, reputation, and price. We believe reputation, national presence, regulatory expertise, financial resources, risk management, and information technology capabilities distinguish leading PEOs from the rest of the industry. We also believe we compete favorably in these areas; however, other PEOs may offer their PEO services at lower prices than we offer.Due to the differing geographic regions and market segments in which most PEOs operate, and the relatively low level of market penetration by the industry, we consider our primary competition for our PEO HR Outsourcing Solutions to be the traditional in-house provision of human resources services. The PEO industry is highly fragmented and we have seen competition intensify; however, we believe Insperity is one of the largest PEO service providers in the United States. Our largest national competitors include the PEO divisions of large business services companies such as Automatic Data Processing, Inc. and Paychex, Inc., and other national PEOs, such as TriNet Group, Inc, Vensure and Rippling. In addition, we also face competition from: (1) fee-for-service providers such as payroll processors and human resources consultants; (2) human resources technology solution companies; and (3) large regional PEOs in certain areas of the country. Benefits and Workersâ€™ Compensation RelationshipsInsperity provides benefits to its WSEEs under arrangements with a variety of vendors. We consider our contracts with UnitedHealthcare (â€œUnitedâ€) and the Chubb Group of Insurance Companies (â€œChubbâ€) to be the most significant elements of our employee benefits package, as they would be the most difficult to replace.We provide group health insurance coverage to our WSEEs through a national network of carriers including United, UnitedHealthcare of California, Kaiser Permanente, Blue Shield of California, HMSA BlueCross BlueShield of Hawaii, and Harvard Pilgrim Health Care, formerly known as Tufts, all of which provide fully insured policies or service contracts. The health insurance contract with United provides approximately 86% of our participantsâ€™ health insurance coverage and expires on December 31, 2026, subject to cancellation by either party upon 180 daysâ€™ notice. For a discussion of our contract with United, which is accounted for using a partially self-funded insurance accounting model, please read Item 7. â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Critical Accounting Policies and Estimatesâ€”Benefits Costs.â€Our workersâ€™ compensation coverage (the â€œChubb Programâ€) has been provided through an arrangement with Chubb (formerly ACE) since 2007. The Chubb Program is a fully insured program whereby Chubb has the responsibility to pay all claims incurred under the policies regardless of whether we satisfy our responsibilities. The current workersâ€™ compensation coverage with Chubb expires on September 30, 2025. In the event we are unable to secure replacement coverage on competitive terms, significant disruption to our business could occur. For additional discussion of the Chubb Program, which includes terms shifting some of the financial responsibility for claims to us, please read Item 7. â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Critical Accounting Policies and Estimatesâ€”Workersâ€™ Compensation Costs.â€Information TechnologyInsperity utilizes a variety of information technology capabilities to provide its PEO HR Outsourcing Solutions and business performance improvement services to its clients and WSEEs and for its own administrative and management information requirements.Insperityâ€™s PEO HR Outsourcing Solutions information systems, which include Insperity Premier, are a proprietary mix of applications that includes both internally developed software, licensed software applications and cloud-based services. These systems manage a wide range of transactions and information specific to our PEO HR Outsourcing Solutions, to Insperity and to our clients and WSEEs, including:â€¢WSEE enrollmentâ€¢human resources management and employee administration 132024 Form 10-KBUSINESSâ€¢benefits and defined contribution plan administrationâ€¢time and attendance collection and administrationâ€¢payroll processingâ€¢client invoicing and collectionâ€¢management information and reportingâ€¢sales bid calculationsCentral to these systems are transaction processing capabilities that allow us to process a high volume of employee enrollment, employee administration, payroll, invoice and bid transactions that meet the specific needs of our clients and prospects. We administer our employee benefits through a proprietary application designed to process employee eligibility and enrollments, manage carrier relationships and maintain a variety of plan offerings. Our retirement services operations are conducted utilizing an industry-leading retirement plan administration application in a third-party hosted environment. Aspects of all of these components are delivered to our PEO HR Outsourcing Solutions clients and WSEEs through Insperity Premier. We utilize commercially available software and cloud-based solutions for other business functions such as finance and accounting, sales force activity management and customer relationship management.Insperity operates from two separate leased hosting facilities, one of which serves as our primary facility. These facilities host the majority of our business applications, information security and network infrastructure. Each hosting facility houses a mix of primary production applications, disaster recovery, replication and back-up applications, and pre-production environments. These hosting facilities have the capacity to run all of our critical business applications and have sufficient capacity to handle all of our operations on a stand-alone basis, if required. We have an active Business Continuity Plan, which includes information technology capabilities and we utilize a variety of measures to ensure our Business Continuity Plan remains effective and available. Our network infrastructure is designed to ensure appropriate connectivity exists among all of our facilities and provides appropriate Internet connectivity to conduct business with our clients and WSEEs. The network infrastructure is provided through industry standard core network hardware and via high-speed network services provided by multiple vendors.We have incorporated a variety of measures designed to maintain the security and privacy of the information managed through our systems and applications. These measures include industry standard technologies designed to protect, monitor and assess our data centers and network environment; best practice security policies and procedures; annual corporate employee training on data security and privacy; SOC-1 reports prepared by independent firms regarding key systems; and a variety of measures designed to control access to sensitive and private information.Industry Laws and RegulationsThe operations for our PEO HR Outsourcing Solutions are affected by numerous federal, state, and local laws and regulations relating to tax, insurance and employment matters. By entering into a co-employer relationship with our WSEEs, we assume certain obligations and responsibilities of an employer under these federal and state laws and regulations. Because many of these federal and state laws and regulations were enacted prior to the development of nontraditional employment relationships, such as PEOs, temporary employment and outsourcing arrangements, many of these laws and regulations do not specifically address the obligations and responsibilities of nontraditional employers. Currently, the federal government and 42 states have passed laws that either recognize PEOs, require licensing or registration of PEOs, or provide voluntary certification programs for PEOs, and several others are considering such regulation. The SBEA established a voluntary certification program and created a federal regulatory framework for the payment of wages to WSEEs and for the reporting and remittance of federal payroll taxes on those wages paid by CPEOs. Our PEO subsidiary, Insperity PEO Services, L.P., is a CPEO. Please read Item 1. â€œBusinessâ€”PEO Industryâ€ for further information.As an employer, we are subject to federal statutes and regulations governing the employer/employee relationship. Subject to the issues discussed below, we believe that our operations are in compliance, in all material respects, with all applicable federal statutes and regulations. 142024 Form 10-KBUSINESSEmployee Benefit PlansWe offer various employee benefits plans to eligible employees, including our WSEEs. These plans include:â€¢a group health plan, which includes medical, dental, vision and prescription drug coverageâ€¢a 401(k) retirement planâ€¢cafeteria plans under Code Section 125â€¢a health savings account programâ€¢a welfare benefits plan, which includes life, disability, accidental death and dismemberment, critical illness, and accident insurance, as well as an employee well-being programâ€¢a health care flexible spending account planâ€¢an educational assistance programâ€¢an adoption assistance programâ€¢a commuter benefits programGenerally, employee benefit plans are subject to provisions of the Code, ERISA, and COBRA. The number and complex nature of federal and state regulations relating to employer-sponsored health plans has continued to increase over time. We believe that additional regulatory burdens placed on employers can increase the demand for our services because small and medium-sized businesses are especially challenged in their efforts to comply with governmental regulations due to limited resources and a lack of expertise. Employer Status and Employee Benefit Plans. We are the sponsor of the employee benefit plans

that we offer to eligible WSEEs. Our plans are governed by ERISA and the Code. Our ability to sponsor these plans, to have them governed by ERISA, and to receive favorable tax treatment under the Code is dependent on our status as â€œemployerâ€ of the WSEEs. Employer status is determined under various rules, regulations, and interpretations. While we believe that we qualify as employer under applicable laws, please read Item 1.A. â€œRisk Factorsâ€”A determination that we are not the employer of our WSEEs and an inability to offer alternate benefit plans could have a material adverse effect on our business.â€Patient Protection and Affordable Care Act. For a discussion of the impact of the Patient Protection and Affordable Care Act on our business, please read Item 1A. â€œRisk Factorsâ€”PEO HR Outsourcing Solutions Risksâ€”Health care reform could affect our health insurance plan and could lead to a significant disruption in our business.â€ 401(k) Retirement Plans. Our 401(k) Retirement Plan for WSEEs is operated pursuant to guidance provided by the IRS under Revenue Procedure 2002-21 and Revenue Procedure 2003-86, each of which provides guidance for the operation of defined contribution plans maintained by PEOs that benefit WSEEs. This guidance provides qualification standards for PEO plans that, if met, negate the inquiry of common law employer status for purposes of the exclusive benefit rule. All of Insperityâ€™s 401(k) Retirement Plans have received determination letters from the IRS confirming the qualified status of the plans.Employment TaxesAs a co-employer, and under the terms of the CSA, Insperity generally assumes responsibility and liability for the payment of federal and state employment taxes with respect to wages and salaries paid to our WSEEs. There are essentially three types of federal employment tax obligations included in Subtitle C â€” Employment Taxes of the Code:â€¢withholding of income tax requirements governed by Code Section 3401, et seq.â€¢obligations under FICA, governed by Code Section 3101, et seq.â€¢obligations under FUTA, governed by Code Section 3301, et seq. 152024 Form 10-KBUSINESSUnder these Code sections, employers have the obligation to withhold and remit the employer portion and, where applicable, the employee portion of these taxes.The SBEA provides a CPEO shall be treated as the employer under Subtitle C â€“ Employment Taxes of the Code and shall be responsible for reporting federal employment taxes on remuneration paid by the CPEO rather than the CPEO clients.For any client CSA that is not a CPEO contract, Code Section 3401, which applies to federal income tax withholding requirements, contains an exception to the general common law test applied to determine whether an entity is an â€œemployerâ€ for purposes of federal income tax withholding. Code Section 3401(d)(1) states that if the person for whom services are rendered does not have control of the payment of wages, the â€œemployerâ€ for this purpose is the person having control of the payment of wages. The Treasury regulations issued under Code Section 3401(d)(1) state that a third party can be deemed to be the employer of workers under this section for income tax withholding purposes where the person for whom services are rendered does not have legal control of the payment of wages. While several courts have examined Code Section 3401(d)(1), its ultimate scope has not been delineated. Moreover, the IRS has to date relied extensively on the common law test of employment in determining liability for failure to comply with federal income tax withholding requirements.Accordingly, while we believe that we can assume the withholding obligations for WSEEs, in the event we fail to meet these obligations, the client may be held ultimately liable for those obligations. While this interpretive issue has not to our knowledge discouraged clients from enrolling with Insperity, there can be no assurance that a definitive adverse resolution of this issue would not do so in the future. These interpretive uncertainties may also impact our ability to report employment taxes on our own account rather than the accounts of our clients.Clients who elected to defer the employer portion of social security under the CARES Act have sole responsibility for reporting and depositing deferred amounts with the U.S. Treasury. Unemployment TaxesWe record our state unemployment insurance (â€œSUIâ€) tax expense based on taxable wages and tax rates assigned by each state. State unemployment tax rates vary by state and are determined, in part, based on Insperityâ€™s prior yearsâ€™ compensation and unemployment experience in each state. Certain rates are determined, in part, by each clientâ€™s own compensation and unemployment experience. In addition, states have the ability under law to increase unemployment tax rates, including retroactively, to cover deficiencies in the unemployment tax funds. Rate notices are typically provided by the states during, or prior to, the first quarter of each year; however, some notices are received later. Until we receive the final tax rate notices, we estimate our expected SUI rate in those particular states.State RegulationWhile some states do not explicitly regulate PEOs, 42 states have adopted provisions for licensing, registration, certification or recognition of PEOs, and several others are considering such regulation. Such laws vary from state to state but generally provide for monitoring the fiscal responsibility of PEOs, and in some cases codify and clarify the co-employment relationship for unemployment, workersâ€™ compensation and other purposes under state law. We believe that we are in compliance with the material requirements in all 42 states that have such laws. Regardless of whether a state has licensing, registration or certification requirements for PEOs, we must comply with a number of other state and local regulations that could impact our operations.Human CapitalWe believe that our ability to attract and retain highly motivated and skilled corporate employees with diverse backgrounds and experiences is critical to our continued success. Our human capital management objective is to attract, develop, and retain qualified corporate employees as appropriate to support our growth, client service initiatives, and technology investments, while furthering our commitment to our culture, mission, and values.We had approximately 4,500 corporate employees as of DecemberÂ 31, 2024. We believe our relations with our corporate employees are good. None of our corporate employees are covered by a collective bargaining agreement. The number of BPAs and trained BPAs impacts our ability to grow our customer base. We refer to BPAs who have been employed for two months and completed initial sales training as â€œtrained BPAs.â€ During 2024 and 2023, the average number of BPAs were 769 and 748, respectively, while the average number of trained BPAs were 698 and 685, respectively. 162024 Form 10-KBUSINESSWe offer numerous programs and benefits in furtherance of our human capital management objective, including: competitive compensation and benefits; corporate 401(k) retirement plan with a matching component; employee stock purchase program; leadership development programs; the Insperity MVP (Mission Values Performance) employee recognition program; flexible remote working arrangements; and employee well-being programs to provide additional assistance to corporate employees in times of need.We monitor and evaluate the effectiveness of our human capital management efforts by seeking formal and informal feedback from our corporate employees, including periodic surveys of our corporate employees to obtain their opinions on key topics.Intellectual PropertyInsperity currently has registered trademarks, copyrights and other intellectual property. We believe that our trademarks as a whole are of considerable importance to our business. 172024 Form 10-KRISK FACTORSItem 1A.Â Â Risk Factors.The statements in this section describe the known material risks to our business and should be considered carefully.Economic RisksAdverse economic conditions could negatively affect our industry, business, and results of operations.The small and medium-sized business market is sensitive to changes in economic activity levels as well as the credit markets. As a result, the demand for the outsourced HR services we provide clients could be adversely impacted by weak economic conditions or difficulty obtaining credit. Current and prospective clients may respond to such conditions by reducing employment levels, compensation levels, employee benefit levels and outsourced HR services. In addition, during periods of weak economic conditions, current clients may have difficulty meeting their financial obligations to us and may select alternative HR services at more competitive rates than we offer. Further, our growth is partially dependent on hiring of new employees by our existing clients, which may be negatively impacted during periods of tight labor markets, such as the low unemployment environment experienced during 2022 and 2023, and during economic slowdowns, such as the high unemployment levels experienced during 2020. Such developments could adversely impact our financial condition, results of operations and future growth rates.If we are unable to comply with or meet client expectations regarding certain COVID-19 relief programs, our business, financial condition, and results of operations could be materially adversely affected.A number of governmental programs and incentives were created to assist businesses and individuals during the COVID-19 pandemic. Certain of these programs and incentives have required us to make changes to our systems that manage leave, payroll and payroll-related tax calculation, invoicing and collection of service fees, COBRA participation, and client reporting. For example, the CARES Act allowed companies to defer certain payroll taxes, which were reflected in the payrolls we processed for those clients. Client companies are liable for repaying the deferred amounts to the IRS; however, the IRS has not yet clarified how such deferred amounts will be properly applied to companies utilizing a PEO and, if and when issued, such guidance may require further revisions to our systems or processes. In addition, further legislation may be enacted at the federal, state or local level that may require further changes to our processes and systems or that may expand the coverage afforded to WSEEs under our health and workersâ€™ compensation insurance programs.Further, PEO clients are dependent on their PEO to process Employee Retention Tax Credits (â€œERCâ€) on a consolidated basis, including through amending previously filed payroll tax forms with the IRS. The IRS has experienced significant backlogs in processing amended tax forms from employers seeking ERC refunds and we are currently awaiting IRS review of a number of ERC claims with respect to our PEO clients. Currently, the deadline to submit any ERC claims for relevant periods in 2021 is April 2025. A pending federal bill, The Tax Relief for American Families and Workers Act of 2024 (H.R. 7024), however, would retroactively accelerate the deadline for all claims to January 31, 2024. If any of the ERC claims that we made on behalf of our clients were denied or otherwise deemed insufficient, we may not be able to perfect our filings on a timely basis. Further, eligibility for the ERC is dependent on certain operational information of our clients. The lack of guidance from the IRS on the application of deferred payroll taxes discussed above may also impact the amount of ERC refunds received on behalf of our clients if those deferred payroll taxes are deducted from ERC funds received or delay our receipt of the ERC funds. Further, if the IRS were to determine that any of our clients were not eligible for the ERC requested on their behalf or we do not perfect our filings on a timely basis, the IRS may conclude that we are responsible for those claims. Furthermore,if the IRS were to otherwise challenge the claims we requested, we could face penalties or other liabilities. If any those events were to occur, our clients may seek recourse against us or choose not to renew. If we experience rejection of any COVID-19 relief program claims on behalf of clients, are unable to timely make system changes needed to comply with other regulations, incur substantial additional costs in doing so, or are otherwise adversely affected by these requirements, then we may face fines, penalties, other regulatory action, or litigation relating to such failure, and we may not have insurance coverage for all or some of these liabilities. These events could further adversely impact our PEO state licenses or registrations, or our CPEO status, as well as our ability to attract and retain clients. As a result of the foregoing, our business, results of operations and financial condition could be materially adversely affected. 182024 Form 10-KRISK FACTORSBank failures or other events affecting financial institutions could have a material adverse effect on our business, results of operations or financial condition, or have other adverse consequences.We use a U.S.-based global systemically important bank (or G-SIB) for our PEO operations, including our cash balances associated with that portion of our business. All of our cash deposits are held by Federal Deposit Insurance Corporation (â€œFDICâ€) insured banks, which amounts exceed the FDIC insurance limits. Through various overnight â€œsweep accountâ€ programs, we also invest a significant portion of our cash balances in U.S. Treasury-based funds, which are invested through brokerage firms affiliated with the banks at which our deposits are held. The failure of a bank or related brokerage firm that we use, or events involving limited liquidity, non-performance or other adverse conditions in the financial or credit markets impacting financial institutions at which we maintain balances, or concerns or rumors about such events, may lead to disruptions in access to our cash balances, adversely impact our liquidity, including our ability to borrow under our credit facility, or limit our ability to process transactions related to our clients. In the event of a failure of a bank or other financial institution that holds our cash deposits, there can be no assurance that our deposits in excess of the FDIC or other comparable insurance limits will be recoverable or, even if ultimately recoverable, there may be significant delays in our ability to access those funds. Furthermore, bank failures, non-performance, or other adverse developments that affect financial institutions could impair the ability of one or more of the banks participating in our credit facility from honoring their commitments. Such events could have a material adverse effect on our financial condition or results of operations.Similarly, our clients may be adversely affected by any bank failure or other event affecting financial institutions. For example, in early 2023, some of our clients had deposits with banks that were placed into receivership. If those clients had been unable, or if our clients in the future are unable, to meet their obligations to us as a result of a bank failure or other event affecting financial institutions, we may be exposed to potential risks that could impact our financial condition or results of operations. If we were to fail to pay the liabilities that we have assumed associated with our WSEEs, we may be subject to fines or other penalties. Labor shortages, increasing competition for highly skilled workers, and evolving employee expectations regarding the workplace could have a material adverse effect on our business, financial condition or results of operations. The success of our business is heavily dependent on our ability to attract and retain a skilled workforce, including in our service and sales positions. Several factors may limit the labor force available to us or increase our labor costs, including high employment levels, strong macroeconomic conditions, federal unemployment subsidies, and other governmental regulation. As macroeconomic conditions improved from 2021 through 2024, the labor market tightened, resulting in increased employee turnover and skilled labor shortages. Increasing competition for highly skilled and talented workers may make it increasingly difficult and expensive for us to attract and retain a service team capable of supporting our clients or a sales team that is effective in selling our complex service offerings to clients. An overall or prolonged labor shortage, increased turnover, or labor inflation could have a material adverse impact on our growth plans, client service delivery, results of operations and financial condition. In addition, following the remote work environment that we implemented during the COVID-19 pandemic and a resulting shift in the expectations of our employees, many of our departments have now switched to a â€œhybridâ€ mode in which remote work is permitted one or more days per week. These changes may impact productivity or have other material impacts on our operations. Inflation may reduce our profitability. Inflationary pressure could adversely impact our profitability. Our operating costs have increased, and may continue to increase, due to the recent growth in inflation. We may not be able to fully offset these cost increases by raising prices for our services, particularly because our client agreements generally fix our pricing for a period of time, which could result in downward pressure on our profit margins. Further, our clients may choose to reduce their business with us if we increase our pricing.Geographic market concentration makes our results of operations vulnerable to regional economic factors.Our New York, California and Texas markets accounted for approximately 10%, 15% and 17% (including 7% in Houston), respectively, of our WSEEs for the year ended DecemberÂ 31, 2024. Accordingly, unless we are successful in expanding in our current markets and into new markets, which we believe will take additional time, for the foreseeable future, a significant portion of our revenues may be subject to economic, statutory, and regulatory factors specific to New York, California, and Texas. 192024 Form 10-KRISK FACTORSWe are subject to covenants under our credit facility that may restrict our business and financing activities. Our failure to comply with these covenants may result in an acceleration of our indebtedness, which could have a material adverse effect on our business, financial condition or results of operations. Our credit facility contains, and any future indebtedness of ours likely would contain, covenants that, subject to certain exceptions, impose significant operating and financial restrictions, including restricting our ability to:â€¢incur additional indebtedness,â€¢sell material assets,â€¢retire, redeem or otherwise reacquire our capital stock, â€¢acquire the capital stock or assets of another business, â€¢enter into new lines of business,â€¢make investments, and â€¢pay dividends.In addition, we are required to maintain certain financial covenants. Our ability to comply with the financial covenants may be affected by financial, business, economic, regulatory and other factors beyond our control.Our failure to comply with these covenants, or any other terms of our indebtedness, could result in a default that may limit our ability to borrow additional amounts under our credit facility, which may adversely affect our liquidity. In addition, a default may allow our lenders to accelerate our obligation to repay the outstanding amounts under our credit facility. If we were unable to repay or refinance the accelerated indebtedness on favorable terms, then our business, financial condition and results of operations would be materially adversely affected.A future outbreak of highly infectious or contagious diseases could have a material and adverse impact on our business, results of operations, financial condition and cash flows.The spread of a highly infectious or contagious disease could create significant volatility, uncertainty and economic disruption, including as a result of actions taken by businesses and governments in response to such a pandemic that may result in a significant reduction in commercial activity, such as occurred during the COVID-19 pandemic. The extent to which future pandemics impact our business, operations, financial results and financial condition will depend on numerous evolving factors that are highly uncertain and that we may not be able to accurately predict. While such a pandemic is continuing and even after it has subsided, we may experience material adverse impacts to our business, operations and financial results due to any existing or continuing negative economic impact, including a recession, depression, or periods of supply shortages or high inflation, such as experienced in 2022 following the COVID-19 pandemic. Additionally, future pandemics may change how and when we incur health insurance costs under our health insurance contract with United, such as changes in quarterly levels and timing of both medical and pharmaceutical health insurance claims and processing payment patterns. Accordingly, future pandemics may present, material uncertainty and risk with respect to our business, and may have a material adverse effect on our financial condition, results of operations, cash flows and business.PEO HR Outsourcing Solutions RisksWe assume liability for WSEE payroll, payroll taxes, benefits costs and workersâ€™ compensation costs and are responsible for their payment regardless of the amount billed to or paid by our clients.Under the CSA, we become a co-employer of WSEEs and assume the obligations to pay the salaries, wages and related benefits costs and payroll taxes of such WSEEs. Our obligations include responsibility for the following even if our costs exceed the fees the client pays us and the amounts collected from WSEEs:â€¢payment of the salaries and wages for work performed by WSEEs, regardless of whether the client timely pays us the associated service feeâ€¢withholding and payment of federal and state payroll taxes with respect to wages and salaries reported by Insperity 202024 Form 10-KRISK FACTORSâ€¢providing benefits to WSEEsâ€¢providing workersâ€™ compensation coverage to WSEEsFurther, the increase in remote work, including by WSEEs, has complicated the calculation of payroll and

unemployment taxes applicable to those individuals. We are dependent on our PEO Outsourcing Solutions clients to properly report the locations in which WSEEs perform services. If a regulatory authority were to determine that we did not properly calculate or transmit these amounts, then we could be subject to fines, penalties, or other liabilities, which we may not be able to recover from our clients. We may also need to devote additional resources and incur additional costs to modify our systems to address any such compliance issues.If a client does not pay us, if the costs of services we provide to WSEEs exceed the fees a client pays us, or if we incur fines and penalties as a result of an adverse determination related to our payroll and unemployment tax calculations, our ultimate liability for WSEE payroll, payroll taxes, workersâ€™ compensation and/or benefits costs, as well as any fines or penalties, could have a material adverse effect on our financial condition or results of operations.Increases in health insurance costs or our inability to secure replacement health insurance coverage on competitive terms could have a material adverse effect on our business, financial condition or results of operations.Maintaining health insurance plans that cover WSEEs is a significant part of our business. Our primary health insurance contract expires on December 31, 2026, subject to cancellation by either party upon 180 daysâ€™ notice. In the event we are unable to secure replacement contracts on competitive terms, significant disruption and harm to our business could occur.Health insurance costs are in part determined by our plansâ€™ claims experience and comprise a significant portion of our direct costs. Our health insurance coverage is provided under policies or service contracts that are fully insured. United is the carrier that insures the majority of our coverage. Although all of our carriers remain responsible to pay all covered claims, under our health insurance contract with United, we retain an obligation to United to fund the cost of the plan. The profitability of our PEO HR Outsourcing Solutions is affected by the overall expenses associated with the cost of delivering our services, one of the largest of which is the cost of our health insurance. Our ability to accurately anticipate the expenses associated with the plans, including claims costs on a quarterly or annual basis, can impact our results of operations. If the plans experience an unexpected increase in the number or severity of claims, our associated health insurance costs could increase beyond anticipated levels, as we experienced in 2021 and 2023. These costs are further impacted by a number of factors, including coverage options elected by employees, macro-economic changes, proposed and enacted regulatory changes and wide-spread health-related outbreaks. Contractual arrangements and competitive market conditions may limit or delay our ability to increase service fees to offset any associated potential increased costs associated with the plans, which could substantially impair our financial condition or results of operations. Further, if the overall pricing of our services includes cost assumptions based on inaccurate forecasts of plan expenses, our profitability or our ability to attract and retain clients may be adversely impacted. As a result, if we do not accurately forecast the costs of our plans, our business, financial condition or results of operations may be materially adversely affected. For additional information related to our health insurance costs, please read Item 7. â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Critical Accounting Policies and Estimatesâ€”Benefits Costs.â€Health care reform could affect our health insurance plan and could lead to a significant disruption in our business.Many of our clients select a PEO Outsourcing Solution pursuant to which we offer the health and welfare benefit plans sponsored by us to the WSEEs co-employed by those clients. The future impact and direction of healthcare reform, including future legislative or executive actions, is unknown and, if any such developments were to reduce our ability to make health care benefits available to WSEEs or were to make our offerings less attractive to our clients, then our business, financial condition, and results of operations may be materially adversely affected.Supporters in various states have advocated and continue to advocate for adoption of health care-related reforms at the state level, which has the potential to significantly change the insurance marketplace for small and medium-sized businesses and how employers provide insurance to employees. Additionally, guidance by the IRS and the U.S. Department of Health and Human Services (â€œHHSâ€) has not addressed or in some instances is unclear as to the application of certain aspects of federal health care reform laws in the PEO relationship or whether such provisions should be applied at the PEO or client level. 212024 Form 10-KRISK FACTORSVarious states have adopted or are considering reforms that may impact the requirements for or availability of PEO-sponsored health plans. At this time, the insurance market reforms have not had a material adverse impact on our business operations, and if any future changes impact our ability to attract and retain clients, or our ability to increase service fees to offset any increased costs, then our business may be materially adversely affected.Subsequent changes resulting from action that may be taken at the federal or state level may impact our benefit plans, business model and future results of operations, including repeal or repeal and replacement of current healthcare reform provisions as has been advocated by some in the new Presidential administration and Congressional leaders. In future periods, changes may result in increased costs to us and could affect our ability to attract and retain clients. Additionally, contractual arrangements and competitive market conditions may limit or delay our ability to increase service fees to offset any associated potential increased costs. We are currently unable to determine whether potential future healthcare reform changes or other regulatory action, including at the state level, may adversely affect our business or market conditions.A determination that we are not the employer of our WSEEs and an inability to offer alternate benefit plans could have a material adverse effect on our business.In order to qualify for favorable tax treatment under the Code, employee benefit plans must be established and maintained by an employer for the exclusive benefit of its employees. Generally, an entity is an â€œemployerâ€ of individuals for federal employment tax purposes if an employment relationship exists between the entity and the individuals under the common law test of employment. In addition, the officers of a corporation are deemed to be employees of that corporation for federal employment tax purposes. The common law test of employment, as applied by the IRS, involves an examination of approximately 20 factors to ascertain whether an employment relationship exists between a worker and a purported employer. Generally, the test is applied to determine whether an individual is an independent contractor or an employee for federal employment tax purposes and not to determine whether each of two or more companies is a â€œco-employer.â€ Substantial weight is typically given to the question of whether the purported employer has the right to direct and control the details of an individualâ€™s work. Among the factors that appear to have been considered more important by the IRS are:â€¢the employerâ€™s degree of behavioral control (the extent of instructions, training and the nature of the work)â€¢the financial control or the economic aspects of the relationshipâ€¢the intended relationship of the parties (whether employee benefits are provided, whether any contracts exist, whether services are ongoing or for a project, whether there are any penalties for discharge/termination, and the frequency of the business activity)Employee retirement and welfare benefit plans are also governed by ERISA. ERISA defines â€œemployerâ€ as â€œany person acting directly as an employer, or indirectly in the interest of an employer, in relation to an employee benefit plan.â€ ERISA defines the term â€œemployeeâ€ as â€œany individual employed by an employer.â€ The United States Supreme Court has held that the common law test of employment must be applied to determine whether an individual is an employee or an independent contractor under ERISA. A definitive judicial interpretation of â€œemployerâ€ in the context of a PEO or employee leasing arrangement has not been established.If Insperity were found not to be an employer with respect to WSEEs for ERISA purposes, its plans would not comply with ERISA and/or the Code. Further, as a result of such finding, Insperity and its plans would not enjoy, with respect to WSEEs, the preemption of state laws provided by ERISA and could be subject to varying state laws and regulations as well as to claims based upon state common laws. In addition, if Insperity were found not to be the employer sponsoring a single-employer plan under ERISA for purposes of its health benefits plan, we could be subject to additional requirements under state and federal laws that could restrict our ability to provide benefits to our WSEEs in the same manner that we do today, which could negatively impact our business. In the case of any such events, we would endeavor to make available similar benefits at comparable costs in a manner that complied with applicable state laws. However, if we were unable to promptly transition our benefit plans to a compliant structure with terms that were acceptable to our clients and at a comparable cost to us, then our business, financial condition, and results of operations could be materially adversely affected.Increases in workersâ€™ compensation costs or inability to secure replacement coverage on competitive terms could lead to a significant disruption and harm to our business.Our workersâ€™ compensation coverage has been provided through an arrangement with Chubb since 2007. Under our current arrangement with Chubb for claims incurred on or before September 30, 2019, we have a financial responsibility to 222024 Form 10-KRISK FACTORSChubb for the first $1 million layer of claims per occurrence and for claims over $1 million, up to a maximum aggregate amount of $6 million per policy year for claims that exceed the first $1 million. Effective for claims incurred on or after October 1, 2019, our financial responsibility increased as we have financial responsibility to Chubb for the first $1.5 million layer of claims per occurrence and for claims over $1.5 million, up to a maximum aggregate amount of $6 million per policy year for claims that exceed $1.5 million. Chubb bears the financial responsibility for all claims in excess of these levels. The Chubb Program is a fully insured program whereby Chubb has the responsibility to pay all claims incurred under the policies regardless of whether we satisfy our responsibilities. For additional discussion of our policy with Chubb, please read Item 7. â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€”Critical Accounting Policies and Estimatesâ€”Workersâ€™ Compensation Costs.â€Workersâ€™ compensation costs are a significant portion of our direct costs and contractual arrangements and competitive market conditions may limit or delay our ability to increase service fees to offset any associated potential increased costs. If we were to experience an unexpected large increase in the number or severity of claims, our workersâ€™ compensation costs could increase, which could have a material adverse effect on our results of operations or financial condition. Further, if the overall pricing of our services includes cost assumptions based on inaccurate forecasts of our workersâ€™ compensation costs, our profitability or our ability to attract and retain clients may be adversely impacted.The current workersâ€™ compensation coverage with Chubb expires on September 30, 2025. In the event we are unable to secure replacement coverage on competitive terms, significant disruption to our business could occur.Our ability to adjust and collect service fees for increases in unemployment tax rates may be limited.We record our SUI expense based on taxable wages and tax rates assigned by each state. SUI tax rates vary by state and are determined, in part, based on prior yearsâ€™ compensation experience in each state. Prior to the receipt of final rate notices, we estimate our expected SUI rate in those states for which rate notices have not yet been received for purposes of forecasting and pricing. In a period of adverse economic conditions, state unemployment funds may experience a significant increase in the number of unemployment claims. Accordingly, SUI rates would likely increase substantially. Some states have the ability under law to increase SUI rates retroactively to cover deficiencies in the unemployment fund. In addition, FUTA may be retroactively increased in certain states in the event the state fails to timely repay federal unemployment loans, as we recently experienced with California and New York in 2024.Generally, our contractual agreements allow us to incorporate such statutory increases into our service fees upon the effective date of the rate change. However, this right does not extend to our former clients and, even with respect to our existing clients, our ability to fully adjust service fees in our billing systems and collect such increases over the remaining term of the clientsâ€™ contracts could be limited, resulting in a potential increase not being fully recovered. As a result, such increases could have a material adverse effect on our financial condition or results of operations.Many of our contracts for our PEO HR Outsourcing Solutions may be canceled on short notice. Our inability to renew client contracts or attract new clients could materially and adversely affect our financial condition or results of operations.Our standard CSA can generally be canceled by us or the client with 30 daysâ€™ notice. Accordingly, the short-term nature of the CSA makes us vulnerable to potential cancellations by existing PEO HR Outsourcing solution clients, which could materially and adversely affect our financial condition or results of operations. Our middle market sector, which we generally define as those companies with employees ranging from approximately 150 to 5,000 WSEEs, represented 26% of our average paid WSEEs, and clients with an average number of WSEEs that exceed 1,000 WSEEs represented 3% during 2024. In the event we have large clients that terminate or an increase in terminating clients from our middle market client base, the financial impact of such an event could be significant. Also, our results of operations are dependent in part upon our ability to retain or replace our clients upon the termination or cancellation of the CSA. Our client attrition rate was approximately 19% in 2024. There can be no assurance that the number of contract cancellations will continue at these levels and such cancellations may increase in the future due to various factors, including economic conditions in the markets we operate. Clients electing to purchase our services or electing an alternative solution often do so at the beginning of the calendar year. As a result, we typically experience our largest concentration of new client additions and attrition in the first quarter of each year.Our loss of insurance coverage, the failure of our insurance carriers or increased insurance costs or deductibles could have a material adverse effect on us.As part of our PEO HR Outsourcing Solutions, in addition to our health insurance carriers, we contract with other 232024 Form 10-KRISK FACTORSinsurance carriers to provide workersâ€™ compensation insurance and employment practices liability insurance. In addition, we obtain insurance coverage for various commercial risks in our business such as property insurance, errors and omissions insurance, cyber liability insurance, general liability insurance, fiduciary liability insurance and ERISA bond coverage, automobile liability insurance, and directorsâ€™ and officersâ€™ liability insurance. The failure of any insurance carrier, such as occurred in 2001 with respect to a previous workersâ€™ compensation insurance provider, providing such coverage could leave us exposed to uninsured risk and could have a material adverse effect on our business and results of operations. In addition, in the event that our primary health carriers in any key market make material changes to their network of health care providers or facilities, such as the discontinuation of prominent hospital networks in key markets on occasion by a carrier in connection with their ongoing negotiations with those networks, then our ability to attract and retain clients in that market may be adversely affected, which could have a material adverse effect on our business and results of operations. Further, we have experienced an increase in insurance premiums for our corporate policies as well as an increase in the deductible amounts for which we retain liability and a decrease in coverage limits. If these premiums or deductible amounts continue to increase, or coverage limits continue to decrease we would have increased exposure with respect to costs and insurance claims, which could have a material adverse effect on our business and results of operations.A determination that a client is liable for employment taxes not paid by a PEO may discourage clients from contracting with us in the future.Under the CSA, we assume sole responsibility and liability for paying federal employment taxes imposed under the Code with respect to wages and salaries we pay our WSEEs. There are essentially three types of federal employment tax obligations:â€¢income tax withholding requirementsâ€¢FICAâ€¢FUTAUnder the Code, employers have the obligation to withhold and remit the employer portion and, where applicable, the employee portion of these taxes. The SBEA clarifies that a CPEO is treated as the employer for purposes of federal payroll taxes on wages it pays to WSEEs. Most states impose similar employment tax obligations on the employer. While the CSA provides that we have sole legal responsibility for making these tax contributions, the applicable state taxing authority could conclude that such liability cannot be completely transferred to us. Accordingly, in the event that we fail to meet our tax withholding and payment obligations, the client may be held jointly and severally liable for those obligations. While this interpretive issue has not, to our knowledge, discouraged clients from enrolling with Insperity, a definitive adverse resolution of this issue may discourage clients from enrolling in the future.New and higher federal, state and local taxes could have a material adverse impact on our financial condition and results of operations.In times of economic slowdowns, the federal government and states and municipalities in which we operate may experience reductions in tax revenues and corresponding budget deficits. In response to budget shortfalls, such as those experienced during the COVID-19 pandemic, the federal government and many states and municipalities have in the past and may in the future increase or enact new taxes on businesses operating within their tax jurisdiction, including business activity taxes and income taxes. In addition, federal, state and local taxing agencies may increase their audit activity in an effort to identify additional tax revenues. New tax assessments on our operations could result in increased costs. Our ability to adjust our service fees and incorporate additional tax assessments into our billing system could be limited. As a result, such higher taxes could have a material adverse impact on our financial condition or results of operations.We may be subject to liabilities for client and employee actions.As a co-employer in the PEO relationship, we assume or share many of the employer-related responsibilities and assist our clients in complying with many employment-related governmental regulations. A number of legal issues remain unresolved with respect to the co-employment arrangement between a PEO and its WSEEs, including questions concerning the ultimate liability for violations of employment, payroll, discrimination, and workplace safety laws. Our CSA establishes the contractual division of responsibilities between Insperity and our clients for various human capital management matters, including compliance with and liability under various governmental regulations. 242024 Form 10-KRISK FACTORSBecause we act as a co-employer, we may be subject to liability for violations of various employment, payroll, discrimination, and workplace safety laws despite these contractual provisions, even if we do not participate in such violations. Although the CSA generally requires the client to indemnify us for certain liabilities attributable to the clientâ€™s conduct, we may not be able to collect on such a contractual indemnification claim and thus may be responsible for satisfying such liabilities to the extent that such liabilities are not covered or insured against under our insurance policies. In addition, WSEEs may be deemed to be our agents, which may subject us to liability for the actions of such WSEEs.Changes in federal, state and local regulation or our inability to obtain licenses under new regulatory frameworks could have a material adverse effect on our results of operations or financial condition.As a major employer, our operations are affected by numerous federal, state and local laws and regulations relating to labor, tax, benefit, insurance and employment matters. By entering into a co-employer relationship with employees assigned to work at client locations, we assume certain obligations and responsibilities of an employer under these laws. However, many of these current laws (such as the Act, ERISA, and some state insurance codes and employment tax laws) do not specifically address the obligations and responsibilities of non-traditional employers such as PEOs, and the definition of â€œemployerâ€ under these laws is not uniform despite the SBEA having provided clarification under federal employment tax laws for CPEOs. In addition, many of the states in which we operate have not addressed the PEO relationship for purposes of

compliance with applicable state laws governing the employer/employee relationship or PEO health insurance plans. Any adverse application of, or adverse legislative/regulatory response to, new or existing federal or state laws to the PEO relationship with our WSEEs and client companies could have a material adverse effect on our results of operations or financial condition.While some states do not explicitly regulate PEOs, 42 states have passed laws that have recognition, licensing, certification or registration requirements for PEOs and several other states are considering such regulation. Such laws vary from state to state, but generally provide for monitoring the fiscal responsibility of PEOs, and in some cases codify and clarify the co-employment relationship for unemployment, workersâ€™ compensation and other purposes under state law. In addition, the SBEA provides certain benefits for companies that qualify as a CPEO. While we generally support licensing regulation because it serves to validate the PEO relationship, we may not be able to satisfy licensing requirements or other applicable regulations for all states. In addition, there can be no assurance that we will be able to renew our licenses in all states or that we will be able to maintain our CPEO designation.Certain state and federal regulators are more closely evaluating the existing regulatory framework governing money services businesses and money transmitters in their jurisdictions, particularly following the high-profile failures in 2019 of several national payroll companies. While we maintain that we are not a money services business or money transmitter, the adoption of new, or changes in interpretations of existing, state and federal money transmitter or money services business statutes, or disagreements by regulatory authorities with our interpretation of such statutes or regulations, could subject us to registration or licensing or result in limitations on our business activities until we are appropriately licensed, and such additional regulation and the actions of the regulatory authorities could have a material adverse effect on our results of operations or financial condition. These occurrences could also require changes to the manner in which we conduct some aspects of our business. In addition, should any state or federal regulators make a determination that we have operated as an unlicensed money services business or money transmitter, we could be subject to civil and criminal fines, penalties, costs, legal fees, reputational damage or other negative consequences, which could be material.Further, if we were to be deemed to be subject to other regulatory requirements applicable to other businesses, such as rules or regulations applicable to new services that we may offer such as earned wage access, then we may need to hire additional personnel, incur additional costs in order to maintain compliance, or be subjected to fines, penalties, or other liabilities, which could be material. 252024 Form 10-KRISK FACTORSCompetition and other developments in the HR services industry may impact our growth and/or profitability.The human resources services industry, including the PEO industry, is highly fragmented. Many PEOs have limited operations and fewer than 2,500 WSEEs, but there are several industry participants that are comparable to our size or larger. We also encounter competition from â€œfee for serviceâ€ companies such as payroll processing firms, insurance companies, human resources consultants and human resources technology solutions as well as cloud-based self-service bundled human resources offerings. Our competitors include the PEO divisions of large business services companies, such as Automatic Data Processing, Inc. and Paychex, Inc., and other national PEOs such as TriNet Group, Inc., Vensure, and Rippling. In many cases, these competitors offer a reduced service PEO offering at a lower price than our PEO HR Outsourcing Solutions. We expect that as the PEO industry grows and its regulatory framework becomes better established, well organized competition with greater resources than we have may enter the PEO market, possibly including large â€œfee for serviceâ€ companies currently providing a more limited range of services. In addition, competitors may be able to offer or develop new technology-based lower service models that may require us to make substantial investments in order to effectively compete.We offer a lower priced reduced service level PEO offering referred to as Workforce Synchronization in response to certain middle market client needs and the evolving PEO marketplace. As of December 2024, approximately 15% of our WSEEs were co-employed by Workforce Synchronization clients. In the event we were to experience a significant increase in the number of clients using the Workforce Synchronization offering or increased pricing pressures in the PEO marketplace without corresponding reductions in operating costs, our operating margins may decline, which could have a material adverse impact on our financial condition or results of operations.Technology RisksEvolving regulations, market trends and client expectations require us to constantly enhance and expand our service and technology offerings. The HR services industry is experiencing rapid technological advances to meet client expectations and expanding regulations. As new regulations are adopted, we must modify our systems to address these changes in the law, such as our recent efforts to implement the assistance provided to businesses and employees under the Covid Relief Programs and Secure 2.0 Act of 2022. In order to make these types of modifications, we may be required to reallocate resources, potentially resulting in delays to planned competitive improvements to our systems. If we do not successfully or timely deploy these types of modifications, we may be unable to comply with regulations, which could subject us to penalties, damage our reputation or result in decreased sales. Further, in order to effectively compete in this environment, we must identify and predict trends, and adapt our technology and service offerings accordingly. In addition, as a larger portion of our client base falls within the middle market segment, we must also develop different technology and services to meet the more complex needs and demands of this key group. These efforts require us to devote substantial resources to develop new functionality, or to integrate third-party solutions, into our offerings. If we fail to respond successfully to these developments or we make investments in enhancements that are not accepted by the market, then the demand for our solutions and services may diminish.Disruptions of our information technology systems could damage our reputation and materially disrupt our business operations.Many of the HR services offerings we provide to clients are conducted through a technology infrastructure using both internally developed and purchased commercial software, a wide variety of hardware infrastructure technologies, and a multi-carrier wide area network. The processing of payroll, benefits and other transactions is dependent upon this complex infrastructure, some of which is provided by third-party vendors. We must manage all of these systems, and are dependent on third parties to manage the systems that we obtain from them, including any upgrades, replacements or enhancements, to ensure that they continue to support our services. For example, in connection with our strategic partnership with Workday, Inc. (â€œWorkdayâ€), we are currently working to develop a joint solution with Workday that requires integrations with third parties and with our proprietary systems for our PEO HR Outsourcing Solutions. We also continue to monitor and make changes to our proprietary system for our PEO HR Outsourcing Solutions for compliance and modernization. Any delays or failures resulting from network outages; planned upgrades, enhancements, or replacements of software, hardware, or other systems, including in connection with our project with Workday or any updated for compliance and modernization of systems; or other data processing disruptions, even for a brief period of time, could result in our inability to timely process transactions. The speed with which we, or third-party vendors, are able to address significant cybersecurity incidents may be influenced by the cooperation of certain government agencies. We may also 262024 Form 10-KRISK FACTORSincur significant costs in the future to protect against damage or disruptions that could be caused by cybersecurity incidents. If such failures cause us to not meet client service expectations or to breach our obligations to our clients, we may lose existing clients, have difficulty attracting new clients, incur regulatory penalties or liability to our clients, or suffer other financial losses, which may have a material adverse effect on our business and financial condition.We could be subject to reduced revenues, increased costs, liability claims, or harm to our competitive position as a result of data theft, cyberattacks or other security vulnerabilities.In connection with our offerings, we collect, use, transmit and store large amounts of personal and business information about our WSEEs, employees paid under our traditional payroll solution, and clients, including payroll information, personal and business financial data, social security numbers, bank account numbers, tax information and other sensitive personal and business information. Attacks on information technology systems continue to grow in frequency and sophistication (including the use of emerging artificial intelligence technologies), and we and our third-party vendors are targeted by unauthorized parties using malicious tactics, code and viruses. Hardware or applications we develop or procure from third-party vendors may contain defects in design or other problems that could unexpectedly compromise the confidentiality, integrity or availability of data or our systems. Because the techniques used to obtain unauthorized access and disable or sabotage systems change frequently and may be difficult to detect for long periods of time, we and our third-party vendors may be unable to anticipate these techniques or implement adequate preventive measures. Further, increased reliance by us and our clients on remote workforces impacts our control over cybersecurity protection and service stability and performance, which increases our exposure to cybersecurity and privacy issues. As these threats continue to evolve, we may be required to invest significant additional resources to modify and enhance our information security and controls or to investigate and remediate any security vulnerabilities. We have limited ability to monitor the implementation of similar safeguards by our vendors and do not have the ability to monitor such implementation by our clients or their employees, including WSEEs.In addition, our services also involve the use and disclosure of personal and business information to us that could be used by a malicious party to commit identity theft or otherwise gain access to the data or funds of our clients or their employees, including WSEEs. If any person, including any corporate employee or WSEE, misappropriates or misuses such funds, documents or data, we may have liability for damages, and our reputation could be substantially harmed and we may have other liabilities that could have a material adverse effect on our business.Any cyberattack, unauthorized intrusion, malicious software infiltration, network disruption, denial of service attack, ransomware attack, corruption of data, theft of private or other sensitive information, or similar malicious act by a party (including our corporate employees or WSEEs), or inadvertent acts or omissions by our vendors or clients, our own corporate employees or WSEEs, could result in the loss, disclosure or misuse of confidential or proprietary information, and could have a material adverse effect on our business operations or that of our clients, result in liability or regulatory sanction, or cause a loss of confidence in our ability to serve clients. We may not have adequate insurance coverage to compensate us for losses from a security incident. Accordingly, the impact of a data security incident could have a material adverse effect on our business, results of operations and financial condition.Failure to comply with privacy, data protection and cybersecurity laws and regulations could have a material adverse effect on our reputation, results of operations or financial condition, or have other adverse consequences.We are subject to various laws, rules and regulations relating to the collection, use, transmission and security and privacy of personal and business information. Most states and the District of Columbia have enacted notification rules that may require notification to regulators, clients or employees in the event of a privacy breach. In addition, new laws and regulations governing data privacy and the unauthorized disclosure of confidential information pose increasingly complex compliance challenges and potentially elevate our costs. It is possible that these laws and regulations may be interpreted and applied in a manner that is inconsistent with our data practices. If so, in addition to the possibility of fines, this could result in an order requiring that we change our data practices, which could have a material adverse effect on our business. Complying with these various laws and regulations could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business. For example, we incurred additional costs and reallocated internal resources in order to comply with the requirements of the California Privacy Rights Act (â€œCPRAâ€), which amended the California Consumer Privacy Act of 2018 (â€œCCPAâ€) and became effective on January 1, 2023, which has required us to reallocate additional resources in order to manage compliance in light of the changes implemented by the CPRA. Other states have adopted or are currently contemplating additional privacy requirements. Generally, these laws do not address the coemployment relationship, which requires us to make determinations as to the requirements applicable to our 272024 Form 10-KRISK FACTORSWSEEs and our PEO Outsourcing Solutions clients. The future enactment of similar laws, rules or regulations, or an adverse determination as to the applicability of these laws, rules, or regulations to us, could have a material adverse impact on us through increased costs or restrictions on our businesses and noncompliance could result in regulatory penalties and significant liability. Additionally, any failure by us to comply with these laws and regulations, including as a result of a security or privacy breach, could result in significant penalties and liabilities for us.The failure of third-party providers, such as financial institutions, data centers, or cloud-service providers, could have a material adverse effect on us.In conjunction with providing services to clients, we communicate and rely on financial institutions to electronically transfer funds for the collection of our comprehensive service fee as well as the payment of wages and associated payroll tax withholdings. Communication failures or other failures involving these financial institutions, for any reason, could cause material interruptions to our operations, impact client retention, and result in significant penalties or liabilities to us.We lease hosting facilities for our data centers at two separate facilities with one facility acting as our primary data center. These facilities host the majority of our business applications, telecommunications equipment, information security infrastructure, and network equipment. If our data centers experience any interruptions or outages, and our business continuity plan is delayed or fails, then our operations may be materially impacted, which could result in our failure to meet our obligations to our clients, WSEEs, tax authorities, and/or other vendors, which could damage our reputation, subject us to liability, and have a material adverse effect on our business and financial condition.In addition, some of our systems and services rely upon third-party technology. Examples include, the human capital management system on which our Workforce Acceleration solution is based, the data analytics solution on which our Insperity People Analytics solution is based, and the payroll tax calculation and reporting tools that provide the rates used to calculate payroll taxes for our PEO HR Outsourcing Solutions, among others. In addition, the joint solution that we are developing with Workday will be based on Workdayâ€™s human capital management solution. Any failure by these service providers to deliver their services in a timely manner and in compliance with applicable laws could result in material interruptions to our operations; subject us to substantial fines, penalties, and other liabilities; damage our reputation; and result in a loss of clients.Other Operational RisksWe may not fully realize the anticipated benefits of our strategic partnership and plans to develop a joint solution with Workday, which could have a material adverse impact on our financial condition or results of operations. We have announced a strategic partnership and are developing a joint solution with Workday. The joint solution would involve, among other things, the offering of our PEO services using Workdayâ€™s human capital management solution, as well as joint marketing and sales efforts. The joint solution also requires integration with other third-party vendors and with our proprietary system for our PEO HR Outsourcing Solutions. The success of the strategic partnership and joint solution will depend on many factors, and we may not realize all, or any, of the anticipated benefits. We have devoted substantial resources and incurred significant costs to develop the joint solution, and expect to continue to devote substantial resources and to incur significant costs. The strategic partnership and plans to develop a joint solution involve numerous risks, including that we may be unable to complete the development and implementation of the joint solution, or that development and implementation of the joint solution may be more difficult, time-consuming, or costly than expected, including due to difficulties with integrations with third party vendors. We may also not receive the expected sales, marketing, and other benefits from the strategic partnership. The full benefit of the strategic partnership requires the cooperation of the two companies on sales, marketing, and technology matters, as well as our ability to successfully integrate and implement the Workday-based solution with our other processes and systems in a manner that allows us to maintain compliance as a professional employer organization and incorporate appropriate financial and management systems and controls. In addition, we may fail to effectively market or sell the joint solution, or there may be less demand than anticipated for the joint solution. The initiatives related to the strategic partnership, including the development of the joint solution, may divert the attention of our technology, service, compliance, marketing, sales, management, and other teams away from our existing business solutions, which could result in the loss of existing or prospective clients or fines, penalties, or other liabilities if our existing business solutions and compliance are disrupted. We may also have conflicts or disagreements with Workday, which could disrupt the strategic partnership, could impact the development of the joint solution, and could lead to termination of the strategic partnership. 282024 Form 10-KRISK FACTORSThe occurrence of one or more of these events could result in our failure to achieve anticipated growth or revenues, or require us to devote additional resources to the strategic partnership or the development of the joint solution, or to lose the investments made relating to the development of the joint solution, any of which could result in a material adverse effect on our business, financial condition, and results of operations, as well as reputational damage that could negatively impact our sales and retention efforts.Failure to integrate or realize the expected return on future product offerings, including through acquisitions, strategic partnerships, and investments, could have a material adverse impact on our financial condition or results of operations.We have adopted a strategy to market and sell additional solutions within and outside of our PEO HR Outsourcing Solutions. As part of this strategy, periodically we make strategic long-term decisions to partner with (including as a reseller arrangement), invest in and/or acquire new companies, business units or assets in order to offer new or enhanced solutions. Offering new solutions involves a number of risks such as entering markets or businesses in which we have no prior experience and that may be highly regulated; failing to integrate the new solution into our product and service offerings; diversion of technology, service, compliance, marketing, sales, management and other teams from other business concerns; in the case of a partnership or reseller arrangement, reliance on the service and technology of the third party; in the case of an investment or acquisition, over-valuation of the targeted business; and litigation or government action resulting from the activities of an acquired company or of our partner or from offering the new solution in a non-compliant manner. The occurrence of one or more of these events could result in the loss of existing or prospective clients or employees, not achieving anticipated revenues or profitability, impairment of acquired assets, and substantial liability. Such developments could have a material impact to our business, financial condition, results of operations, and future growth rates, and could also result in reputational damage that could negatively impact our sales and retention efforts. 292024 Form 10-KOTHER INFORMATIONÂ Item 1B. Unresolved Staff Comments.None.Item 1C. Cybersecurity.We recognize the critical importance of developing, implementing, and maintaining a robust cybersecurity risk management, strategy, and governance program in order to safeguard the confidentiality, integrity, and availability of our systems and information.Board Oversight of Cybersecurity Matters Our Board has established oversight

mechanisms to help ensure effective governance in managing risks associated with cybersecurity threats. In addition to the updates that our Board receives on cybersecurity matters, the Boardâ€™s Finance, Risk Management and Audit Committee (the â€œFRMA Committeeâ€) is tasked with overseeing enterprise risk management. The FRMA Committee reviews and discusses major risk exposures with management, including cybersecurity risks, and steps management has taken to monitor and control such exposures, including our guidelines and policies concerning risk assessment and management. Management of and Reporting on Cybersecurity MattersOur management assumes responsibility for assessing, identifying, and managing cybersecurity risks, threats, and incidents. In particular, our Senior Vice President of Innovative Technology Solutions (â€œSVP-ITSâ€) is responsible for our overall technology strategy, including overseeing our information security function and plays a pivotal role in assessing and managing all cybersecurity risks, threats, and incidents. The SVP-ITS reports directly to our President and Chief Operating Officer (â€œPresident and COOâ€) and maintains regular dialogue with our President and COO and other key members of our senior management to ensure these individuals are appropriately apprised of our latest cybersecurity posture and developments, such as new threats, incidents, risks, and risk management solutions. Our SVP-ITS prepares reports for each regular Board meeting regarding significant developments in these topics to support the Board in its efforts to have appropriate information to exercise oversight on critical cybersecurity issues. Our current SVP-ITS has decades of experience overseeing leading systems and software development efforts with critical cybersecurity components. The SVP-ITS is supported by dedicated information technology and security personnel and resources, including team members that have numerous cybersecurity certifications. Collectively, these personnel and resources allow us to strategically integrate cybersecurity into our broader risk management framework and decision-making process. We also have an Enterprise Risk Management Steering Committee (the â€œERM Steering Committeeâ€), which is responsible for formally identifying and evaluating risks that may affect our ability to execute our corporate strategy and fulfill our business objectives, including cybersecurity risks. The ERM Steering Committee is chaired by the Companyâ€™s chief financial officer and includes the Companyâ€™s SVP-ITS, general counsel, internal audit director, and other members of management. The ERM Steering Committee conducts an annual comprehensive risk review of our overall risk profile and analyzes any significant identified risks, including consideration of risks relating to cybersecurity matters, which the ERM Steering Committee then presents and discusses with the FRMA Committee and the entire Board. In addition to the formal annual review, members of the ERM Steering Committee review and provide periodic updates as appropriate regarding our overall risk profile and any significant identified risks to both the FRMA Committee and the entire Board. We have processes in place that we believe are designed to allow our information security team and management to be informed of and monitor the prevention, detection, mitigation, and remediation of cybersecurity risks. These processes include establishing a formal incident response team, penetration testing, system vulnerability scanning, phishing simulations, tabletop exercises, employee security and compliance training, disaster recovery planning, and other exercises to evaluate the effectiveness of our information security program and improve our security measures and planning. 302024 Form 10-KOTHER INFORMATIONÂ Engagement of Third Parties on Risk ManagementRecognizing the complexity and evolving nature of cybersecurity threats, we engage with a range of external experts, including cybersecurity consultants and systems auditors, in evaluating and testing our risk management systems. Our collaboration with these third parties includes regular audits, threat and vulnerability assessments, incident response plan design and testing, penetration testing, and consultation on improving our defense-in-depth security posture.Overseeing Third-Party RiskWe have processes in place designed to help us identify and oversee cybersecurity risks associated with our use of vendors, service providers, business partners, and other third parties that process our data on our behalf or have access to our systems. These processes include a vendor management policy designed to identify and consider potential risks from third parties as part of the vendor section process, which considers vendor cybersecurity standards and other factors based on the nature of the services that the vendor will provide.Impact on the CompanyWe have experienced, and may continue to experience, cyber incidents in the normal course of our business. However, prior cybersecurity incidents have not had a material adverse effect on our business, financial condition, results of operations, or cash flows. For further discussion, see Item 1A. â€œRisk Factors â€” Disruptions of our information technology systems could damage our reputation and materially disrupt our business operationsâ€ and Item 1A. â€œRisk Factors - We could be subject to reduced revenues, increased costs, liability claims, or harm to our competitive position as a result of data theft, cyberattacks or other security vulnerabilities.â€ 312024 Form 10-KPROPERTIESItem 2.Â Â Properties.We believe our current real estate and facilities are adequate for the purposes for which they are intended and provide for further expansion to accommodate our long-term growth and expansion goals. We believe that short-term leased facilities are readily available if needed to accommodate near-term needs if they arise. We will continue to evaluate the need for additional facilities based on the extent of our product and service offerings, the rate of client growth, the geographic distribution of our client base and our long-term service delivery requirements.Corporate FacilitiesOur corporate headquarters is located in Kingwood, Texas, in a campus-style facility. This 33-acre company-owned office campus includes 700,000 square feet of office space and approximately 6 acres of undeveloped land for future expansion. Development and support operations are located in the Kingwood facility. We currently lease two hosting facilities, totaling approximately 1,800 square feet, that are in different locations. The hosting facilities house the majority of our business applications, telecommunications equipment and network equipment. The facilities, located in Allen, Texas and Austin, Texas, are under lease until 2028 and 2030, respectively.Service CentersWe currently have four regional service centers located in Atlanta, Dallas, Houston and Los Angeles.The Atlanta service center, which currently services approximately 34% of our WSEE base, is located in a 50,600 square foot facility under lease until 2035.The Dallas service center, which currently services approximately 22% of our WSEE base, is located in a 45,000 square foot facility under lease until 2031. In addition to the service center operations, the facility also contains sales operations.The Houston service center, which currently services approximately 23% of our WSEE base, is located on our corporate campus.The Los Angeles service center, which currently services approximately 21% of our WSEE base, is located in a 39,000 square foot facility under lease until 2029. In addition to the service center operations, the facility also contains sales operations.Sales and Service OfficesAs of DecemberÂ 31, 2024, we had sales and service personnel in 83 facilities located in 48 sales markets throughout the United States. All of the facilities are leased and some are shared by multiple sales offices and/or client service personnel. As of DecemberÂ 31, 2024, we had 106 sales offices in these 48 markets. To take advantage of economic efficiencies, multiple sales offices may share a physical location. Each sales office is typically staffed by BPAs, a district sales manager and an office administrator. In addition, we have placed certain client service personnel in a majority of our sales markets to provide high-quality, localized service to our clients in those major markets. We expect to continue placing client service personnel in sales markets as a critical mass of clients is attained in each market. 322024 Form 10-KLEGAL PROCEEDINGS Item 3.Â Â Legal Proceedings.We are not a party to any material pending legal proceedings other than ordinary routine litigation incidental to our business that we believe would not have a material adverse effect on our financial condition or results of operations, except as discussed in Note 12 to the Consolidated Financial Statements, â€œCommitments and Contingencies,â€ which is incorporated herein by reference. 332024 Form 10-KMINE SAFETY DISCLOSURESItem 4.Â Â Mine Safety Disclosures.Not applicable. 342024 Form 10-KEXECUTIVE OFFICERSItem S-K 401 (b).Â Â Executive Officers of the Registrant.The following table sets forth the names, ages (as of FebruaryÂ 3, 2025) and positions of Insperityâ€™s executive officers:NameAgePositionPaul J. Sarvadi68Chairman of the Board & Chief Executive OfficerA. Steve Arizpe67President & Chief Operating OfficerJames D. Allison56Executive Vice President of Finance, Chief Financial Officer & TreasurerChristian P. Callens53Senior Vice President of Legal, General Counsel & SecretaryPaul J. Sarvadi has served as Chairman of the Board & Chief Executive Officer since August 2003. Mr. Sarvadi co-founded Insperity in 1986 and served as Vice President and Treasurer of Insperity from its inception in 1986 through April 1987, as Vice President from April 1987 through 1989 and as President and Chief Executive Officer from 1989 to August 2003. Prior to founding Insperity, Mr. Sarvadi started and operated several small businesses. Mr. Sarvadi has served as President of NAPEO and was a member of its Board of Directors for five years. Mr. Sarvadi was selected as the 2001 National Ernst & Young Entrepreneur Of The YearÂ® for service industries. In 2004, he received the Conn Family Distinguished New Venture Leader Award from Mays Business School at Texas A&M University. In 2007, he was inducted into the Texas Business Hall of Fame.A. Steve Arizpe has served as President & Chief Operating Officer since May 2019. He is responsible for providing strategic leadership to sales, marketing, human resources, client services, traditional employment solutions and information technology to drive growth, customer satisfaction and client retention. Mr. Arizpe joined Insperity in 1989 as Houston Sales Manager. Since then, he has served in various roles, including Regional Sales Manager, National Sales Manager, Vice President of Sales, and Executive Vice President of Client Services. Prior to joining Insperity, Mr. Arizpe served in sales and sales management roles for NCR Corporation and Clarke-American. He has also served as a director of the Texas Chapter of NAPEO, on the board of CultureShapers, an organization devoted to area high school students pursuing their interests in the visual and performing arts, on the board of the Cynthia Woods Mitchell Pavilion and Somebody Cares America, a nonprofit organization that engages in disaster response, compassions outreach and leadership development. Mr. Arizpe earned his Bachelorâ€™s degree in Business Management from Texas A&M University.James D. Allison has served as Executive Vice President of Finance, Chief Financial Officer & Treasurer since November 2024. He previously served as Executive Vice President of Comprehensive Benefits Solutions and Chief Profitability Officer from May 2023 until his promotion to the current position. Mr. Allison joined Insperity in 1997 and held various roles of increasing responsibility in the finance department until 2011. In that same year, he was promoted to Senior Vice President of Pricing and Cost Analysis. In May 2018, Mr. Allison was promoted to Senior Vice President of Gross Profit Operations and assumed responsibilities for the Companyâ€™s gross profit drivers, including pricing, benefit plans and workersâ€™ compensation programs. He served in this capacity until his subsequent promotion to Executive Vice President of Gross Profit Operations in May 2022. Mr. Allison has served on the Accounting Practices Committee of NAPEO and, prior to joining Insperity, he worked in the audit practice of Ernst & Young LLP. Mr. Allison earned his Bachelor of Business Administration and Master in Professional Accounting degrees from The University of Texas at Austin and is a certified public accountant.Christian P. Callens has served as Senior Vice President of Legal, General Counsel & Secretary since January 2024. Mr. Callens joined Insperity in January 2014 as Managing Counsel and Assistant Secretary, in which role he led the Transactions and Corporate Law Practice Group. He was promoted to Deputy General Counsel, Managing Counsel & Assistant Secretary in October 2022. Prior to joining Insperity in 2014, Mr. Callens was counsel in the corporate practice of Skadden, Arps, Slate, Meagher & Flom LLP. He also previously held an executive position at a privately-held technology company. Mr. Callens began his legal career as a law clerk for the Honorable John Minor Wisdom of the United States Fifth Circuit Court of Appeals. He holds a Bachelor of Arts degree from The University of Texas at Austin and a Juris Doctor degree from Tulane University Law School, where he was senior managing editor of the Tulane Law Review and a member of the Order of the Coif. 352024 Form 10-KSTOCK ACTIVITIESPART IIItem 5.Â Â Market for Registrantâ€™s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.Common StockOur common stock is traded on the New York Stock Exchange under the symbol â€œNSP.â€ As of FebruaryÂ 3, 2025, there were 60 holders of record of our common stock. This number does not include stockholders for whom shares were held in â€œnomineeâ€ or â€œstreet name.â€ Dividend PolicyDuring 2024, we paid dividends of $89 million. The payment of dividends is made at the discretion of our Board and depends upon our operating results, financial condition, capital requirements, general business conditions and such other factors as our Board deems relevant.Issuer Purchases of Equity SecuritiesThe following table provides information about purchases by Insperity during the three months ended DecemberÂ 31, 2024 of equity securities that are registered by Insperity pursuant to Section 12 of the Exchange Act:PeriodTotal Number of Shares Purchased(1)(2)Average Price Paid per ShareTotal Number of Shares Purchased Under Announced Program(2)Maximum Number of Shares Available for Purchase under Announced Program(2)10/01/2024 â€” 10/31/202498Â $88.91Â â€“Â 1,598,559Â 11/01/2024 â€” 11/30/202440,000Â 78.24Â 40,000Â 1,558,559Â 12/01/2024 â€” 12/31/2024105,815Â 80.92Â 105,795Â 1,452,764Â Total145,913Â $80.19Â 145,795Â _____(1)During the three months ended DecemberÂ 31, 2024, 118 shares of stock were withheld to satisfy tax-withholding obligations arising in conjunction with the vesting of restricted stock units. The required withholding is calculated using the closing sales price reported by the New York Stock Exchange on the date prior to the applicable vesting date. These shares are not subject to the repurchase program.(2)Our Board of Directors has approved a program to repurchase shares of our outstanding common stock. During the three months ended DecemberÂ 31, 2024, 145,795 shares were repurchased under the program. On August 1, 2023, we announced our Board of Directors had authorized an increase of 2,000,000 shares that may be repurchased under the program. As of DecemberÂ 31, 2024, we were authorized to repurchase an additional 1,452,764 shares under the program. Unless terminated earlier by resolution of our Board, the repurchase program will expire when we have repurchased all shares authorized for repurchase under the repurchase program. 362024 Form 10-KSTOCK ACTIVITIESPerformance GraphThe following graph compares our cumulative total stockholder return since December 31, 2019, with the S&P Smallcap 600 Index, the S&P Midcap 400 Index, and the S&P Composite 1500 â€“ Human Resource & Employment Services Index. The graph assumes that the value of the investment in our common stock and each index (including reinvestment of dividends) was $100 on December 31, 2019.COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*Among Insperity, Inc., the S&P Smallcap 600 Index, the S&P Midcap 400 Index and the S&P Composite 1500 â€” Human Resource and Employment Services Index*$100 invested on 12/31/19 in Insperity stock or in the specified index, including reinvestment of dividends.Fiscal year ending December 31.CopyrightÂ© 2024 Standard & Poor's, a division of S&P Global. All rights reserved.12/1912/2012/2112/2212/2312/24Insperity, Inc.100.00Â 96.84Â 145.44Â 142.65Â 150.11Â 101.83Â S&P Smallcap 600100.00Â 111.29Â 141.13Â 118.41Â 137.42Â 149.37Â S&P Midcap 400100.00Â 113.66Â 141.80Â 123.28Â 143.54Â 163.54Â S&P Composite 1500 â€” Human Resource & Employment Services100.00Â 100.85Â 152.43Â 113.87Â 121.22Â 143.93Â This graph shall not be deemed â€œfiledâ€ for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, regardless of any general incorporation language in such filing.Item 6. [Reserved]. 372024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSItem 7.Â Â Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations.You should read the following discussion in conjunction with our Consolidated Financial Statements and related Notes included elsewhere in this annual report. Historical results are not necessarily indicative of trends in operating results for any future period.The statements contained in this annual report that are not historical facts are forward-looking statements that involve a number of risks and uncertainties. The actual results of the future events described in such forward-looking statements in this annual report could differ materially from those stated in such forward-looking statements. Among the factors that could cause actual results to differ materially are the risks and uncertainties discussed in Item 1A. Risk Factors and the uncertainties set forth from time to time in our other public reports and filings and public statements.Executive SummaryOverviewOur long-term strategy is to provide the best small and medium-sized businesses in the United States with our specialized human resources service offering and to leverage our buying power and expertise to provide additional valuable services to clients. Our most comprehensive HR services offerings are provided through our Workforce OptimizationÂ®Â and Workforce SynchronizationTM solutions (together, our â€œPEO HR Outsourcing Solutionsâ€), which encompass a broad range of human resources functions, including payroll and employment administration, employee benefits, workersâ€™ compensation, government compliance, performance management and training and development services, along with our cloud-based human capital management solution, our Insperity PremierTM platform. Our overall operating results can be measured in terms of revenues, gross profit or adjusted EBITDA per WSEE per month. We often use the average number of WSEEs paid during a period as our unit of measurement in analyzing and discussing our results of operations.In addition to our PEO HR Outsourcing Solutions, we offer a comprehensive traditional payroll and human capital management solution, known as our Workforce AccelerationTM solution, our traditional payroll solution. We also offer a number of other business performance solutions, including Recruiting Services, Employment Screening, Retirement Services, and Insurance Services. These other products or services generally are offered only with our other solutions.2024 Highlightsâ€¢Average number of WSEEs paid per month decreased 2% to 307,261. Revenues increased 1% on a 3% increase in revenue per WSEE, partially offset by the 2% decrease in average WSEEs paid.â€¢We ended 2024 averaging 309,093 paid WSEEs in the fourth quarter of 2024, which represents a 2% decrease over the fourth quarter of 2023. â€¢Approximately 26% of our average paid WSEEs were in our middle market sector for the years ended December 31, 2024 and 2023, which is generally defined as companies with 150 to 5,000 WSEEs. â€¢Gross profit increased 1% to $1.1 billion. The increase was primarily due to a 3% increase in gross profit per WSEE, which was partially offset by a 2% decline in the average number of WSEEs paid per month. Gross profit per WSEE paid per month reflected, in part, a 3% pricing increase offset by a 3% increase in direct costs per WSEE. The increase in direct costs per WSEE was primarily attributable to a 4% increase in benefits costs per participant. â€¢Operating expenses increased 14% in 2024 to $935 million, and included increases in travel and event costs, salary and wages, and the implementation of our Workday strategic partnership. On a per WSEE per month basis, operating expenses increased from $219 in 2023 to $253 in 2024.â€¢Net income and diluted earnings per share (â€œDiluted EPSâ€) decreased 47% and 46% to $91 million and $2.42, respectively.â€¢Adjusted net income and adjusted EPS decreased 36% and 35% to $135 million and $3.58, respectively.â€¢Adjusted EBITDA decreased 24% to $270 million. 382024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF

OPERATIONSâ€¢Our net income per WSEE per month decreased 46% from $46 in 2023 to $25 in 2024.â€¢Our adjusted EBITDA per WSEE per month decreased 22% from $94 in 2023 to $73 in 2024.â€¢We ended 2024 with working capital of $155 million. â€¢During 2024, we paid $89 million in dividends, repurchased approximately 697,000 shares of our common stock at a cost of $63 million and paid $38 million in capital expenditures.Please read â€œNon-GAAP Financial Measuresâ€ for a reconciliation of adjusted EBITDA, adjusted net income, and adjusted EPS to their most directly comparable financial measures calculated and presented in accordance with accounting principles generally accepted in the United States (â€œGAAPâ€).RevenuesWe account for our revenues in accordance with Accounting Standards Codification (â€œASCâ€) 606, Revenue from Contracts with Customers. Our PEO HR Outsourcing Solutions gross billings to clients include the payroll cost of each WSEE at the client location and a markup computed as a percentage of each WSEEs payroll cost. We invoice the gross billings concurrently with each periodic payroll of our WSEEs. Revenues, which exclude the payroll cost component of gross billings, and therefore, consist solely of the markup, are recognized ratably over the payroll period as WSEEs perform their service at the client worksite. This markup includes pricing components associated with our estimates of payroll taxes, benefits and workersâ€™ compensation costs, plus a separate component related to our HR services. Revenues that have been recognized but not invoiced represent unbilled accounts receivable included in accounts receivable, net on our Consolidated Balance Sheets.Our revenues are primarily dependent on the number of clients enrolled, the resulting number of WSEEs paid each period and the number of WSEEs enrolled in our benefit plans. Because our total markup is computed as a percentage of payroll cost, certain revenues are also affected by the payroll cost of WSEEs, which may fluctuate based on the composition of the WSEE base, inflationary effects on wage levels and differences in the local economies of our markets.Direct CostsThe primary direct costs associated with revenue-generating activities for our PEO HR Outsourcing Solutions are:â€¢employment-related taxes (â€œpayroll taxesâ€)â€¢costs of employee benefit plansâ€¢workersâ€™ compensation costsPayroll taxes consist of the employerâ€™s portion of Social Security and Medicare taxes under FICA, federal unemployment taxes and state unemployment taxes. Payroll taxes are generally paid as a percentage of payroll cost. The federal unemployment tax rates are defined by federal regulations. State unemployment tax rates are subject to claim histories and vary from state to state.Employee benefits costs are comprised primarily of health insurance premiums and claims costs (including dental and pharmacy costs), but also include costs of other employee benefits such as life insurance, vision care, disability insurance, education assistance, adoption assistance, a flexible spending account program and an employee well-being program.Workersâ€™ compensation costs include administrative and risk charges paid to the insurance carrier, and claims costs, which are driven primarily by the frequency and severity of claims.Gross ProfitOur gross profit per WSEE is primarily determined by our ability to accurately estimate direct costs and our ability to incorporate changes in these costs into the gross billings charged to PEO HR Outsourcing Solutions clients, which are subject to pricing arrangements that are typically renewed annually. We use gross profit per WSEE per month as our principal measurement of relative performance at the gross profit level. 392024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSOperating Expensesâ€¢Salaries, wages and payroll taxes â€” Salaries, wages and payroll taxes (â€œsalariesâ€) are primarily a function of the number of corporate employees, their associated average pay and any additional cash incentive compensation. Our corporate employees include client services, sales and marketing, benefits, legal, finance, information technology, administrative support personnel and those associated with our other products and services.â€¢Stock-based compensation â€” Our stock-based compensation relates to the recognition of non-cash compensation expense over the requisite service period of time-based and performance-based incentive plan awards.â€¢Commissions â€” Commissions expense consists primarily of amounts paid to sales managers and other sales personnel, including BPAs as well as channel referral fees. Commissions are based on new accounts sold and a percentage of revenue generated by such personnel.â€¢Advertising â€” Advertising expense primarily consists of media advertising and other business promotions in our current and anticipated sales markets, including the Insperity Invitationalâ„¢ presented by UnitedHealthcareÂ® sponsorship.â€¢General and administrative expenses â€” Our general and administrative expenses primarily include:â—¦rent expenses related to our service centers and sales officesâ—¦outside professional service fees related to legal, consulting and accounting servicesâ—¦administrative costs, such as postage, printing and suppliesâ—¦employee travel and training expensesâ—¦facility costs, including repairs and maintenanceâ—¦technology costs, including software-as-a-service (â€œSaaSâ€) subscription costs, amortization of SaaS implementation costs, and costs associated with the development and implementation of the Workday joint solution.â€¢Depreciation and amortization â€” Depreciation and amortization expense is primarily a function of our capital investments in corporate facilities, service centers, sales offices, software development and technology infrastructure.Other Income (Expense)Other income (expense) includes interest charges incurred in connection with borrowings under our credit facility and interest income earned on our cash, cash equivalents, marketable securities, restricted cash and deposits. Please read â€œâ€”Liquidity and Capital Resourcesâ€ for additional information.Income TaxesOur provision for income taxes typically differs from the U.S. statutory rate of 21%, due primarily to state income taxes, non-deductible expenses, vesting of equity awards and various tax credits. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities used for financial reporting purposes and the amounts used for income tax purposes. Significant items resulting in deferred income taxes include prepaid assets, accruals for workersâ€™ compensation expenses, stock-based compensation, software development costs, accrued incentive compensation, operating lease assets and liabilities and depreciation. Changes in these items are reflected in our financial statements through a deferred income tax provision. Please read Note 7 to the Consolidated Financial Statements, â€œIncome Taxes,â€ for additional information.Critical Accounting Policies and EstimatesThe discussion and analysis of our financial condition and results of operations is based upon our Consolidated Financial Statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires 402024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSour management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate these estimates, including those related to health and workersâ€™ compensation insurance claims experience, client bad debts, income taxes, property and equipment, goodwill and other intangibles, and contingent liabilities. We base these estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.We believe the following accounting policies are critical and/or require judgments and estimates used in the preparation of our Consolidated Financial Statements:â€¢Benefits costs â€” We provide group health insurance coverage under a single-employer plan that covers both our WSEEs in our PEO HR Outsourcing Solutions and our corporate employees and utilizes a national network of carriers including United, UnitedHealthcare of California, Kaiser Permanente, Blue Shield of California, HMSA BlueCross BlueShield of Hawaii, and Harvard Pilgrim Health Care, formerly known as Tufts, all of which provide fully insured policies or service contracts.The health insurance contract with United provides the majority of our health insurance coverage. As a result of certain contractual terms, we have accounted for this plan since its inception using a partially self-funded insurance accounting model. Accordingly, we record the costs of the United plan, including an estimate of the incurred claims, taxes and administrative fees (collectively the â€œPlan Costsâ€), as benefits expense in the Consolidated Statements of Income. The estimated incurred but not reported claims are based upon: (1) the level of claims processed during the quarter; (2) estimated completion rates based upon recent claim development patterns under the plan; and (3) the number of participants in the plan, including both active and COBRA enrollees. Each reporting period, changes in the estimated ultimate costs resulting from claim trends, plan design and migration, participant demographics and other factors are incorporated into benefits costs.Our financial responsibility with United is limited to the first $1 million of paid claims per claimant per year. Additionally, since the planâ€™s inception, under the terms of the contract, United establishes cash funding rates 90 days in advance of the beginning of a reporting quarter. If the Plan Costs for a reporting quarter are greater than the premiums paid and owed to United, a deficit in the plan would be incurred and we would accrue a liability for the excess costs on our Consolidated Balance Sheets. On the other hand, if the Plan Costs for the reporting quarter are less than the premiums paid and owed to United, a surplus in the plan would be incurred and we would record an asset for the excess premiums in our Consolidated Balance Sheets. The terms of the arrangement with United require us to maintain an accumulated cash surplus in the plan of $9 million, which is reported as long-term prepaid insurance. As of DecemberÂ 31, 2024, Plan Costs were more than the net premiums paid and owed to United by $5 million. As this amount is less than the agreed-upon $9 million surplus maintenance level, the $14 million difference is included in accrued health insurance costs, a current liability, in our Consolidated Balance Sheets. In addition, the premiums owed to United at DecemberÂ 31, 2024, were less than $1 million, which is also included in accrued health insurance costs, a current liability, on our Consolidated Balance Sheets.We believe that recent claim development patterns are representative of incurred but not reported claims costs during the reporting period. The estimated completion rate used to compute incurred but not reported claims involves a significant level of judgment. Accordingly, an increase (or decrease) in the completion rate used to estimate the incurred claims would result in an increase (or decrease) in benefits costs and net income would decrease (or increase) accordingly.The following table illustrates the sensitivity of changes in the completion rate on our estimate of total benefits costs of $3.0 billion in 2024:Change inCompletion RateChange in Benefits Costs (in millions)Change in Net Income (in millions)(2.5)%(31)22Â (1.0)% (12)9Â 1.0%12Â (9)2.5%31Â (22) 412024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSâ€¢Workersâ€™ compensation costs â€” Since 2007, our workersâ€™ compensation coverage has been provided through an arrangement with Chubb. The Chubb Program is fully insured in that Chubb has the responsibility to pay all claims incurred under the policy regardless of whether we satisfy our responsibilities. Under the Chubb Program for claims incurred on or before September 30, 2019, we have financial responsibility to Chubb for the first $1 million layer of claims per occurrence and, for claims over $1 million, up to a maximum aggregate amount of $6 million per policy year for claims that exceed $1 million. Effective for claims incurred on or after October 1, 2019, we have financial responsibility to Chubb for the first $1.5 million layer of claims per occurrence and, for claims over $1.5 million, up to a maximum aggregate amount of $6 million per policy year for claims that exceed $1.5 million.Because we bear the financial responsibility for claims up to the levels noted above, such claims, which are the primary component of our workersâ€™ compensation costs, are recorded in the period incurred. Workersâ€™ compensation insurance includes ongoing health care and indemnity coverage whereby claims are paid over numerous years following the date of injury. Accordingly, the accrual of related incurred costs in each reporting period includes estimates, which take into account the ongoing development of claims and therefore requires judgment.We utilize a third-party actuary to estimate our loss development rate, which is primarily based upon the nature of WSEEsâ€™ job responsibilities, the location of WSEEs, the historical frequency and severity of workersâ€™ compensation claims, and an estimate of future cost trends. Each reporting period, changes in the actuarial assumptions resulting from changes in actual claims experience and other trends are incorporated into our workersâ€™ compensation claims cost estimates. During the years ended DecemberÂ 31, 2024 and 2023, we reduced accrued workersâ€™ compensation costs by $32 million and $33 million, respectively, for changes in estimated losses related to prior reporting periods. Workersâ€™ compensation cost estimates are discounted to present value at a rate based upon the U.S. Treasury rates that correspond with the weighted average estimated claim payout period (the average discount rate was 4.3% in both 2024 and 2023) and are accreted over the estimated claim payment period and included as a component of direct costs in our Consolidated Statements of Income.Our claim trends could be greater than or less than our prior estimates, in which case we would revise our claims estimates and record an adjustment to workersâ€™ compensation costs in the period such determination is made. If we were to experience any significant changes in actuarial assumptions, our loss development rates could increase (or decrease), which would result in an increase (or decrease) in workersâ€™ compensation costs and a resulting decrease (or increase) in net income reported in our Consolidated Statements of Income.The following table illustrates the sensitivity of changes in the loss development rate on our estimate of workersâ€™ compensation costs totaling $75 million in 2024:Change in Loss Development RateChange in Workersâ€™ Compensation Costs (in millions)Change inNet Income (in millions) (5.0)%(4)3Â (2.5)%(2)1Â 2.5%2Â (1)5.0%4Â (3)At the beginning of each policy period, the workersâ€™ compensation insurance carrier establishes monthly funding requirements comprised of premium costs and funds to be set aside for payment of future claims (â€œclaim fundsâ€). The level of claim funds is primarily based upon anticipated WSEE payroll levels and expected workersâ€™ compensation loss rates, as determined by the insurance carrier. Monies funded into the program for incurred claims expected to be paid within one year are recorded as restricted cash, a short-term asset, while the remainder of claim funds are included in deposits, a long-term asset in our Consolidated Balance Sheets. In 2024, we received $39 million for the return of excess claim funds related to the workersâ€™ compensation program, which decreased deposits â€” workersâ€™ compensation. As of DecemberÂ 31, 2024, we had restricted cash of $69 million and deposits â€” workersâ€™ compensation of $178 million. We have estimated and accrued $204 million in incurred workersâ€™ compensation claim costs as of DecemberÂ 31, 2024. Our estimate of incurred claim costs expected to be paid within one year is recorded as accrued workersâ€™ compensation costs and is included in short-term liabilities, while our estimate of incurred claim costs expected to be paid beyond one year is included in long-term liabilities in our Consolidated Balance Sheets. 422024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSNew Accounting PronouncementsWe believe that we have implemented the accounting pronouncements with a material impact on our financial statements and do not believe there are any new or pending pronouncements that will materially impact our financial position or results of operations. Please read Note 1 to the Consolidated Financial Statements, â€œAccounting Policies,â€ for additional information.Results of OperationsKey Financial and Statistical Data(in millions, except per share, WSEE, and statistical data)Year Ended December 31,% Change2024202320222024 v 20232023 v 2022Financial data:Revenues(1)$6,581Â $6,486Â $5,939Â 1Â %9Â %Gross profit1,052Â 1,037Â 1,011Â 1Â %3Â %Operating expenses935Â 818Â 761Â 14Â %7Â %Operating income117Â 219Â 250Â (47)%(12)%Other income (expense), net9Â 6Â (5)50Â %220Â %Net income91Â 171Â 179Â (47)%(4)%Diluted EPS2.42Â 4.47Â 4.64Â (46)%(4)%Non-GAAP financial measures(2):Adjusted net income$135Â $212Â $216Â (36)%(2)%Adjusted EBITDA270Â 354Â 352Â (24)%1Â %Adjusted EPS3.58Â 5.52Â 5.59Â (35)%(1)%Average WSEEs paid307,261Â 312,102Â 295,005Â (2)%6Â %Statistical data (per WSEE per month):Revenues(3)$1,785Â $1,732Â $1,678Â 3Â %3Â %Gross profit285Â 277Â 286Â 3Â %(3)%Operating expenses253Â 219Â 215Â 16Â %2Â %Operating income32Â 58Â 71Â (45)%(18)%Net income25Â 46Â 51Â (46)%(10)%Adjusted EBITDA(2)73Â 94Â 100Â (22)%(6)%Â _____(1)Revenues are comprised of gross billings less WSEE payroll costs as follows:Year Ended December 31,(in millions)202420232022Gross billings$43,752Â $43,141Â $40,127Â Less: WSEE payroll cost37,171Â 36,655Â 34,188Â Revenues$6,581Â $6,486Â $5,939Â (2)Please read â€œNon-GAAP Financial Measuresâ€ for a reconciliation of the non-GAAP financial measures to their most directly comparable financial measures calculated and presented in accordance with GAAP.(3)Revenues per WSEE per month are comprised of gross billings per WSEE per month less WSEE payroll costs per WSEE per month as follows: 432024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSYear Ended December 31,(per WSEE per month)202420232022Gross billings$11,866Â $11,519Â $11,335Â Less: WSEE payroll cost10,081Â 9,787Â 9,657Â Revenues$1,785Â $1,732Â $1,678Â Key Operating MetricsWe monitor certain key metrics to measure our performance, including:â€¢WSEEsâ€¢Adjusted EBITDAâ€¢Adjusted EPSOur growth in the number of WSEEs paid is affected by three primary sources: new client sales, client retention and the net change in WSEEs paid at existing clients through new hires and employee terminations.â€¢During 2024, the average number of WSEEs paid from new client sales increased 2% from 2023. Average client retention declined from 83% in 2023 to 81% in 2024, while the net change in our client base remained positive, although lower than 2023.â€¢During 2023, the average number of WSEEs paid from new client sales and the net change in our client base declined compared to 2022. Average client retention also declined from 85% in 2022 to 83% in 2023. Average WSEEs Paid and Year-over-Year Growth PercentageNet Income and Year-over-Year Growth Percentage(in millions)EPS and Year-over-Year Growth Percentage(amounts per share) 442024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSAdjusted EBITDA and Year-over-Year Growth Percentage(in millions)Adjusted EPS and Year-over-Year Growth Percentage(amounts per share)Revenues2024 Compared to 2023Our revenues for 2024 were $6.6 billion, an increase of 1%, primarily due to the following:â€¢Revenues per WSEE per month increased 3%, or $53, partially offset by a 2% decrease in average WSEEs paid.2023 Compared to 2022Our revenues for 2023 were $6.5 billion, an increase of 9%, primarily due to the following:â€¢Average WSEEs paid increased 6%.â€¢Revenues per WSEE per month increased 3%, or $54. 452024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSWe provide our PEO HR Outsourcing Solutions to small and medium-sized businesses throughout the United States. PEO HR Outsourcing Solutions revenue distribution by region follows:PEO HR Outsourcing Solutions Revenue by Region(in millions) _____Note: Texas is included in the Southwest region.The percentage of total PEO HR Outsourcing Solutions revenues in our significant markets include the following:Significant Markets Gross ProfitIn determining the pricing of the markup component of our gross billings, we take into consideration our estimates of the costs directly associated with our WSEEs, including payroll taxes, benefits and workersâ€™ compensation costs, plus an acceptable gross profit margin. As a result, our operating results

are significantly impacted by our ability to accurately estimate our direct costs relative to the revenues derived from the markup component of our gross billings.Our gross profit per WSEE is primarily determined by our ability to accurately estimate direct costs and our ability to incorporate changes in these costs into the gross billings charged to PEO HR Outsourcing Solutions clients, which are subject to pricing arrangements that are typically renewed annually. We use gross profit per WSEE per month as our principal measurement of relative performance at the gross profit level. 462024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSGross Profit andYear-over-Year Growth Percentage(in millions)Gross Profit per WSEE per Month andYear-over-Year Growth Percentage(per WSEE per month) 2024 Compared to 2023Our pricing objectives attempt to achieve a level of revenue per WSEE that matches or exceeds changes in primary direct costs and operating expenses. Our revenues per WSEE per month increased $53 due to higher average pricing of 3%. The net decrease in direct costs between 2024 and 2023 attributable to the changes in cost estimates for benefits and workersâ€™ compensation totaled $15 million as discussed below. The $45 per WSEE per month increase in direct costs is due primarily to the direct cost component changes as follows:Benefits costsâ€¢The cost of group health insurance and related employee benefits increased $20 per WSEE per month, or 4.3% on a cost per covered employee basis.â€¢The percentage of WSEEs covered under our health insurance plans was 64% in 2024 compared to 65% in 2023.â€¢Reported results include changes in estimated claims run-off related to prior periods, which was a decrease in costs of $29Â million, or $8 per WSEE per month, in 2024 compared to a decrease in costs of $13Â million, or $3 per WSEE per month, in 2023.Please read â€œâ€”Critical Accounting Policies and Estimatesâ€”Benefits Costsâ€ for a discussion of our accounting for health insurance costs.Workersâ€™ compensation costsOur continued discipline around our client selection, workplace safety and claims management has allowed for claims within our policy periods to be closed out at amounts below our original cost estimates.â€¢Workersâ€™ compensation costs increased 2%, or $1 per WSEE per month, in 2024 compared to 2023.â€¢As a percentage of non-bonus payroll cost, workersâ€™ compensation costs were 0.24% in 2024 and 0.23% in 2023.â€¢We recorded a reduction in workersâ€™ compensation costs of $32 million, or 0.10% of non-bonus payroll costs, in 2024 compared to a reduction of $33Â million, or 0.11% of non-bonus payroll costs, in 2023, primarily as a result of closing out claims at lower than expected costs. 472024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSPlease read â€œâ€”Critical Accounting Policies and Estimatesâ€”Workers' Compensation Costsâ€ for a discussion of our accounting for workersâ€™ compensation costs.Payroll tax costsâ€¢Payroll taxes increased 2% on a 1% increase in payroll costs, or $24 per WSEE per month.â€¢Payroll taxes as a percentage of payroll costs increased to 7% in 2024 compared to 6% in 2023.2023 Compared to 2022The net decrease in direct costs between 2023 and 2022 attributable to the changes in cost estimates for benefits and workersâ€™ compensation totaled $16 million as discussed below. The $63 per WSEE per month increase in direct costs is due primarily to the direct cost component changes as follows:Benefits costsâ€¢The cost of group health insurance and related employee benefits increased $44 per WSEE per month, or 7% on a cost per covered employee basis.â€¢The percentage of WSEEs covered under our health insurance plans was 65% in both 2023 and 2022.â€¢Reported results include changes in estimated claims run-off related to prior periods, which was a decrease in costs of $13 million, or $3 per WSEE per month, in 2023 compared to an increase in costs of $12 million, or $3 per WSEE per month, in 2022.Please read â€œâ€”Critical Accounting Policies and Estimatesâ€”Benefits Costsâ€ for a discussion of our accounting for health insurance costs.Workersâ€™ compensation costsOur continued discipline around our client selection, workplace safety and claims management contributed to the small increase in our cost per WSEE and, as a result, has allowed for claims within our policy periods to be closed out at amounts below our original cost estimates.â€¢Workersâ€™ compensation costs increased 12%, or $1 per WSEE per month, in 2023 compared to 2022.â€¢As a percentage of non-bonus payroll cost, workersâ€™ compensation costs were 0.23% in both 2023 and 2022.â€¢We recorded a reduction in workersâ€™ compensation costs of $33 million, or 0.11% of non-bonus payroll costs, in 2023 compared to a reduction of $42 million, or 0.14% of non-bonus payroll costs, in 2022, primarily as a result of closing out claims at lower than expected costs.Please read â€œâ€”Critical Accounting Policies and Estimatesâ€”Workers' Compensation Costsâ€ for a discussion of our accounting for workersâ€™ compensation costs.Payroll tax costsâ€¢Payroll taxes increased 9% on a 7% increase in payroll costs, or $18 per WSEE per month.â€¢Payroll taxes as a percentage of payroll costs were 6% in both 2023 and 2022. 482024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSOperating Expenses2024 Compared to 2023The following table presents certain information related to our operating expenses:Year Ended December 31,per WSEE(in millions, except per WSEE)20242023% Change20242023% ChangeSalaries$521Â $461Â 13Â %$141Â $123Â 15Â %Stock-based compensation61Â 53Â 15Â %17Â 14Â 21Â %Commissions47Â 47Â â€”Â 13Â 13Â â€”Â Advertising38Â 37Â 3Â %10Â 10Â â€”Â General and administrative:Amortization of SaaS implementation costs11Â 6Â 83Â %3Â 2Â 50Â %Workday SaaS licensing and implementation expenses29Â â€”Â â€”Â 8Â â€”Â â€”Â All other general and administrative184Â 171Â 8Â %49Â 46Â 7Â %Total general and administrative224Â 177Â 27Â %60Â 48Â 25Â %Depreciation and amortization44Â 43Â 2Â %12Â 11Â 9Â %Total operating expenses$935Â $818Â 14Â %$253Â $219Â 16Â %Operating expenses for 2024 increased 14% to $935Â million compared to $818Â million in 2023. Operating expenses per WSEE per month for 2024 increased 16% to $253 compared to $219 in 2023.â€¢Salaries of corporate and sales staff for 2024 increased 13% to $521Â million, or $18 per WSEE per month, compared to 2023. The increase was primarily due to a 5% increase in BPA, service, technology and support headcount and staff compensation levels in 2024 compared to 2023. â€¢Stock-based compensation expense for 2024 increased 15% to $61Â million, or $3 per WSEE per month, compared to 2023. The increase was primarily due to time-based restricted stock unit awards issued under our incentive plan. Please read Note 1 â€œAccounting Policiesâ€ and Note 9 â€œIncentive Plans,â€ to the Consolidated Financial Statements for additional information.â€¢General and administrative expenses for 2024 increased 27% to $224Â million, or $12 per WSEE per month, compared to 2023. The increase was primarily due to increased professional services fees, which includes expenses related to the implementation of our Workday strategic partnership, software licensing and maintenance costs, and amortization of SaaS implementation costs. 492024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS2023 Compared to 2022The following table presents certain information related to our operating expenses:Year Ended December 31,per WSEE(in millions, except per WSEE)20232022% Change20232022% ChangeSalaries$461Â $431Â 7Â %$123Â $122Â 1Â %Stock-based compensation53Â 50Â 6Â %14Â 14Â â€”Â Commissions47Â 46Â 2Â %13Â 13Â â€”Â Advertising37Â 37Â â€”Â 10Â 11Â (9)%General and administrative177Â 156Â 13Â %48Â 44Â 9Â %Depreciation and amortization43Â 41Â 5Â %11Â 11Â â€”Â Total operating expenses$818Â $761Â 7Â %$219Â $215Â 2Â %Operating expenses for 2023 increased 7% to $818Â million compared to $761 million in 2022. Operating expenses per WSEE per month for 2023 increased 2% to $219 compared to $215 in 2022.â€¢Salaries of corporate and sales staff for 2023 increased 7% to $461 million, or $1 per WSEE per month, compared to 2022. The increase was primarily due to an increase in BPA, service and support headcount and staff compensation levels, which was partially offset by lower incentive compensation expense in 2023 compared to 2022. â€¢Stock-based compensation expense for 2023 increased 6% to $53 million, but remained flat on a per WSEE per month basis, compared to 2022. The increase was primarily due to awards issued under our long-term incentive and restricted stock unit programs. Please read Note 1 â€œAccounting Policiesâ€ and Note 9 â€œIncentive Plans,â€ to the Consolidated Financial Statements for additional information.â€¢Commissions expense for 2023 increased 2% to $47 million, but remained flat on a per WSEE per month basis, compared to 2022. The increase was primarily due to commissions associated with our PEO HR Outsourcing Solutions, as well as an increase in the amount of sales channel referral fees paid during 2023.â€¢General and administrative expenses for 2023 increased 13% to $177 million, or $4 per WSEE per month, compared to 2022. The increase was primarily due to increased travel and event costs, software licensing and maintenance costs, and amortization of SaaS implementation costs.â€¢Depreciation and amortization expense for 2023 increased 5% to $43 million, but remained flat on a per WSEE per month basis, compared to 2022. The increase was primarily due to increased capital expenditures related to computer hardware and software and software development costs.Other Income (Expense)Other income (expense) was net income of $9 million and $6 million in 2024 and 2023, respectively, and net expense of $5 million in 2022. In 2024 and 2023, the increase in other income was due to an increase in interest rates on our marketable securities investments and workersâ€™ compensation deposits, which was partially offset by an increase in interest expense related to higher average interest rates on borrowings under our credit facility. Please read Note 2 to the Consolidated Financial Statements, â€œOther Balance Sheet Information,â€ for additional information.Income Tax ExpenseOur effective income tax rate was 28% in 2024, 24% in 2023 and 27% in 2022. Our provision for income taxes differed from the U.S. statutory rate of 21% primarily due to state income taxes and non-deductible expenses, offset by excess tax benefits associated with the vesting of equity compensation of less than $1 million, $5 million and less than $1 million, in 2024, 2023 and 2022, respectively. Please read Note 1 â€œAccounting Policiesâ€ and Note 7 â€œIncome Taxes,â€ to the Consolidated Financial Statements for additional information. 502024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSNon-GAAP Financial MeasuresNon-GAAP financial measures are not prepared in accordance with GAAP and may be different from non-GAAP financial measures used by other companies. Non-GAAP financial measures should not be considered as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. Investors are encouraged to review the reconciliation of the non-GAAP financial measures used to their most directly comparable GAAP financial measures as provided in the tables below.Non-GAAP MeasureDefinitionBenefit of Non-GAAP MeasureNon-bonus payroll costNon-bonus payroll cost is a non-GAAP financial measure that excludes the impact of bonus payrolls paid to our WSEEs.Bonus payroll cost varies from period to period, but has no direct impact to our ultimate workersâ€™ compensation costs under the current program.Our management refers to non-bonus payroll cost in analyzing, reporting and forecasting our workersâ€™ compensation costs.We include these non-GAAP financial measures because we believe they are useful to investors in allowing for greater transparency related to the costs incurred under our current workersâ€™ compensation program.Adjusted cash, cash equivalents and marketable securitiesExcludes funds associated with:â€¢Â Â federal and state income tax withholdings,â€¢Â Â employment taxes,â€¢Â Â other payroll deductions, andâ€¢Â Â client prepayments.We believe that the exclusion of the identified items helps us reflect the fundamentals of our underlying business model and analyze results against our expectations, against prior periods, and to plan for future periods by focusing on our underlying operations. We believe that the adjusted results provide relevant and useful information for investors because they allow investors to view performance in a manner similar to the method used by management and improves their ability to understand and assess our operating performance. Adjusted EBITDA is used by our lenders to assess our leverage and ability to make interest payments.EBITDARepresents net income computed in accordance with GAAP, plus:â€¢Â Â interest expense,â€¢Â Â income tax expense,â€¢Â Â depreciation and amortization expense, andâ€¢Â Â amortization of SaaS implementation costs.Adjusted EBITDARepresents EBITDA plus:â€¢Â Â non-cash stock-based compensation.Adjusted net incomeRepresents net income computed in accordance with GAAP, excluding:â€¢Â Â non-cash stock-based compensation.Adjusted EPSRepresents diluted net income per share computed in accordance with GAAP, excluding:â€¢Â Â non-cash stock-based compensation.Following is a reconciliation of payroll cost (GAAP) to non-bonus payroll costs (non-GAAP):(in millions, except per WSEE per month)Year Ended December 31,202420232022Per WSEEPer WSEEPer WSEEPayroll cost$37,171Â $10,081Â $36,655Â $9,787Â $34,188Â $9,657Â Less: Bonus payroll cost5,101Â 1,383Â 4,978Â 1,329Â 4,960Â 1,401Â Non-bonus payroll cost$32,070Â $8,698Â $31,677Â $8,458Â $29,228Â $8,256Â Payroll cost % change year over year1Â %3Â %7Â %1Â %21Â %3Â %Non-bonus payroll cost % change year over year1Â %3Â %8Â %2Â %24Â %5Â % 512024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSFollowing is a reconciliation of cash, cash equivalents and marketable securities (GAAP) to adjusted cash, cash equivalents and marketable securities (non-GAAP):(in millions)December 31, 2024December 31, 2023Cash, cash equivalents and marketable securities$1,055Â $709Â Less:Amounts payable for withheld federal and state income taxes, employment taxes and other payroll deductions 830Â 510Â Client prepayments91Â 28Â Adjusted cash, cash equivalents and marketable securities$134Â $171Â Following is a reconciliation of net income (GAAP) to EBITDA (non-GAAP) and adjusted EBITDA (non-GAAP):Year Ended December 31,(in millions, except per WSEE per month)202420232022Per WSEEPer WSEEPer WSEENet income$91Â $25Â $171Â $46Â $179Â $51Â Income tax expense35Â 8Â 54Â 14Â 66Â 19Â Interest expense28Â 8Â 27Â 7Â 14Â 4Â Amortization of SaaS implementation costs11Â 3Â 6Â 2Â 2Â 1Â Depreciation and amortization44Â 12Â 43Â 11Â 41Â 11Â EBITDA209Â 56Â 301Â 80Â 302Â 86Â Stock-based compensation61Â 17Â 53Â 14Â 50Â 14Â Adjusted EBITDA$270Â $73Â $354Â $94Â $352Â $100Â Net income % change year over year(47)%(46)%(4)%(10)%44Â %24Â %Adjusted EBITDA % change year over year(24)%(22)%1Â %(6)%38Â %18Â %Following is a reconciliation of net income (GAAP) to adjusted net income (non-GAAP):Year Ended December 31,(in millions)202420232022Net income$91Â $171Â $179Â Non-GAAP adjustments:Stock-based compensation61Â 53Â 50Â Tax effect(17)(12)(13)Total non-GAAP adjustments, net44Â 41Â 37Â Adjusted net income$135Â $212Â $216Â Net income % change year over year(47)%(4)%44Â %Adjusted net income % change year over year(36)%(2)%40Â % 522024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSFollowing is a reconciliation of diluted EPS (GAAP) to adjusted EPS (non-GAAP):Year Ended December 31,(amounts per share)202420232022Diluted EPS$2.42Â $4.47Â $4.64Â Non-GAAP adjustments:Stock-based compensation1.61Â 1.38Â 1.30Â Tax effect(0.45)(0.33)(0.35)Total non-GAAP adjustments, net1.16Â 1.05Â 0.95Â Adjusted EPS$3.58Â $5.52Â $5.59Â Diluted EPS % change year over year(46)%(4)%46Â %Adjusted EPS % change year over year(35)%(1)%42Â %Liquidity and Capital ResourcesWe periodically evaluate our liquidity requirements, capital needs and availability of resources in view of, among other things, our expansion plans, stock repurchases, potential acquisitions, debt service requirements and other operating cash needs. To meet short-term liquidity requirements, which are primarily the payment of direct costs and operating expenses, we rely primarily on cash from operations. Longer-term projects, large stock repurchases or significant acquisitions may be financed with public or private debt or equity. We have a revolving credit facility (â€œFacilityâ€) with a syndicate of financial institutions with a current borrowing capacity of $650 million. The Facility is available for working capital and general corporate purposes, including acquisitions and stock repurchases. We have in the past sought, and may in the future seek, to raise additional capital or take other steps to increase or manage our liquidity and capital resources. We had $1.1 billion in cash, cash equivalents and marketable securities at DecemberÂ 31, 2024, of which approximately $390 million was payable in early January 2025 for withheld federal and state income taxes, employment taxes and other payroll deductions, approximately $91 million represented client prepayments that were payable in January 2025, and $440 million of funds we received in late December 2024 from the Internal Revenue Service related to employee retention tax credits claimed by our PEO clients under COVID relief programs that are expected to be distributed to clients in early 2025. At DecemberÂ 31, 2024, we had working capital of $155 million compared to $159 million at DecemberÂ 31, 2023. We currently believe that our cash on hand, marketable securities, cash flows from operations, and availability under the Facility will be adequate to meet our liquidity requirements for 2025. We intend to rely on these same sources, as well as public and private debt or equity financing, to meet our longer-term liquidity and capital needs.As of DecemberÂ 31, 2024, we had outstanding letters of credit and borrowings totaling $370 million under the Facility. Please read Note 6 to the Consolidated Financial Statements, â€œLong-Term Debt,â€ for additional information.Cash Flows from Operating ActivitiesNet cash provided by operating activities in 2024 was $520 million. Our primary source of cash from operations is the comprehensive service fee and payroll funding we collect from our clients. Our cash and cash equivalents, and thus our reported cash flows from operating activities, are significantly impacted by various external and internal factors, which are reflected in part by the changes in our balance sheet accounts. These include the following:â€¢Timing of client payments / payroll taxes â€” We typically collect our comprehensive service fee, along with the clientâ€™s payroll funding, from clients no later than the same day as the payment of WSEE payrolls and associated payroll taxes. Therefore, the last business day of a reporting period has a substantial impact on our reporting of operating cash flows. For example, many WSEEs are paid on Fridays; therefore, operating cash flows decrease in the reporting periods that end on a Friday or a Monday. In the year ended DecemberÂ 31, 2024, the last business day of the reporting period was a Tuesday, client prepayments were $91 million and employment taxes and other deductions were $830 million, which included $440 million of funds related to client employee retention tax credits received on their behalf from the Internal Revenue Service that are expected to be distributed to clients in early 2025. In the year ended DecemberÂ 31, 2023, the last business day of the reporting period was a Friday, client prepayments were $28 million and employment taxes and other deductions were $510 million. 532024 Form 10-KMANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSâ€¢Workersâ€™ compensation plan funding â€” During 2024 and 2023, we received $39 million and $46 million, respectively, for the return of excess claim funds related to the workersâ€™ compensation program, which resulted in an increase in working capital.â€¢Medical plan funding â€” Our health care contract with United establishes participant cash funding rates 90 days in advance of the beginning of a reporting quarter. Therefore, changes in the participation level of the United plan have a direct impact on our operating cash flows. In addition, changes to the funding rates, which are solely determined by United based primarily upon recent claim history and anticipated cost trends, also have a significant impact on our operating cash

flows. As of DecemberÂ 31, 2024, Plan Costs were more than the net premiums paid and owed to United by $5 million, which is $14 million less than our agreed-upon $9 million surplus maintenance level. The $14 million difference is therefore reflected as a current liability and $9 million is reflected as a long-term asset on our Consolidated Balance Sheet at DecemberÂ 31, 2024. In addition, the premiums owed to United at DecemberÂ 31, 2024, were less than $1 million, which is included in accrued health insurance costs, a current liability, on our Consolidated Balance Sheet. In addition, the premiums owed to United at DecemberÂ 31, 2024, were less than $1 million, which is included in accrued health insurance costs, a current liability, on our Consolidated Balance Sheet.â€¢Operating results â€” Our net income and adjusted net income has a significant impact on our operating cash flows. Our net income and adjusted net income decreased 47% and 36% to $91 million and $135 million in 2024, respectively, compared to $171 million and $212 million in 2023, respectively. Please read â€œResults of Operations.â€Cash Flows from Investing ActivitiesNet cash flows used in investing activities were $38 million for the year ended DecemberÂ 31, 2024, primarily due to property and equipment purchases.Cash Flows from Financing ActivitiesNet cash flows used in financing activities were $173 million for the year ended DecemberÂ 31, 2024. We paid $89 million in dividends and repurchased or withheld $63 million in stock. In addition, client funds liability and other financing activities decreased by $21 million.Seasonality, Inflation and Quarterly FluctuationsOur quarterly earnings are impacted by the seasonal nature of our medical claims costs and payroll taxes. Typically, medical claims costs tend to increase throughout the year with the fourth quarter being the period with the highest costs, which has a negative impact on our fourth quarter earnings. This trend is primarily the result of many WSEEsâ€™ medical plan deductibles being fully met by the fourth quarter, which increases our liability with respect to those claims. We have also experienced variability on a quarterly basis in medical claims costs based on the unpredictable nature of large claims. Payroll taxes and associated billings are computed based on an employeeâ€™s annual taxable wage base. The annual payroll tax wage bases are frequently met in the first two quarters of each year depending on the employeeâ€™s compensation levels. As a result, the gross profit contribution from payroll taxes is typically higher in the first two quarters and declines in the latter half of each year. These historical trends may change and other seasonal trends may develop in the future. For further information related to our health insurance costs, please read â€œâ€”Critical Accounting Policies and Estimatesâ€”Benefits Costs.â€We believe the effects of inflation have not had a significant impact on our results of operations or financial condition; however, inflationary pressure could adversely impact our profitability in the future. 542024 Form 10-KQUANTITATIVE AND QUALITATIVE DISCLOSURESItem 7A.Â Â Quantitative and Qualitative Disclosures About Market Risk.We are primarily exposed to market risks from fluctuations in interest rates and the effects of those fluctuations on the market values of our cash equivalent short-term investments and our available-for-sale marketable securities. In addition, borrowings under our Facility bear interest at a variable market rate. As of DecemberÂ 31, 2024, we had outstanding letters of credit and borrowings totaling $370 million under the Facility. Please read Note 6 to the Consolidated Financial Statements, â€œLong-Term Debt,â€ for additional information. Our cash equivalent short-term investments consist primarily of overnight investments, which are not significantly exposed to interest rate risk, except to the extent that changes in interest rates will ultimately affect the amount of interest income earned on these investments. Our available-for-sale marketable securities are subject to interest rate risk because these securities generally include a fixed interest rate. As a result, the market values of these securities are affected by changes in prevailing interest rates.We attempt to limit our exposure to interest rate risk primarily through diversification and low investment turnover. Our investment policy is designed to maximize after-tax interest income while preserving our principal investment. As a result, our marketable securities consist of tax-exempt short and intermediate-term debt securities, which are primarily U.S. Treasury bills and our workersâ€™ compensation - deposits consist of cash and highly-liquid investments, primarily money market funds.Item 8.Â Â Financial Statements and Supplementary Data.The information required by this Item 8 is contained in a separate section of this Annual Report. See â€œIndex to Consolidated Financial Statements.â€ 552024 Form 10-KDISCLOSURE CONTROLS AND PROCEDURESItem 9.Â Â Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.None.Item 9A.Â Â Controls and Procedures.Evaluation of Disclosure Controls and ProceduresIn accordance with Exchange Act Rules 13a-15 and 15a-15, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of DecemberÂ 31, 2024.Design and Evaluation of Internal Control over Financial ReportingPursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we included a report of managementâ€™s assessment of the design and effectiveness of our internal controls as part of this Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2024. Ernst & Young LLP, our independent registered public accounting firm, also audited our internal control over financial reporting. Managementâ€™s report and the independent registered public accounting firmâ€™s audit report are included in our 2024 Consolidated Financial Statements under the captions entitled â€œManagementâ€™s Report on Internal Controlâ€ and â€œReport of Independent Registered Public Accounting Firm,â€ and are incorporated herein by reference.There has been no change in our internal control over financial reporting that occurred during the three months ended DecemberÂ 31, 2024, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.Item 9B.Â Â Other Information.Trading PlansDuring the fourth quarter of 2024, none of our directors or executive officers adopted or terminated a â€œRule 10b5-1 trading arrangementâ€ or a â€œnon-Rule 10b5-1 trading arrangementâ€ (as each term is defined in Item 408 of Regulation S-K).Item 9C.Â Â Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.Not applicable. 562024 Form 10-KMANAGEMENT AND CERTAIN SECURITY HOLDERSPART IIIItem 10.Â Â Directors, Executive Officers and Corporate Governance.Some of the information required by this item is incorporated by reference to the Insperity Proxy Statement.Code of Business Conduct and EthicsOur Board adopted our Code of Business Conduct and Ethics (the â€œCode of Ethicsâ€), which meets the requirements of Rule 303A.10 of the New York Stock Exchange Listed Company Manual and Item 406 of Regulation S-K. You can access our Code of Ethics on the Corporate Governance page of our website at insperity.com. Changes in and waivers to the Code of Ethics for our directors, executive officers and certain senior financial officers will be posted on our website within five business days and maintained for at least 12 months.Insider TradingWe have adopted a policy on the prevention of insider trading, governing the purchase, sale and other dispositions of our securities by directors, officers, and employees. We believe that our trading policy is reasonably designed to promote compliance with insider trading laws, rules and regulations, and any applicable listing standards. A copy of our policy on the prevention of insider trading is filed as Exhibit 19 to this Form 10-K.Item 11.Â Â Executive Compensation.The information required by this item is incorporated by reference to the Insperity Proxy Statement.Item 12.Â Â Â Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.The information required by this item is incorporated by reference to the Insperity Proxy Statement.Item 13.Â Â Certain Relationships and Related Transactions, and Director Independence.The information required by this item is incorporated by reference to the Insperity Proxy Statement.Item 14.Â Â Principal Accounting Fees and Services.The information required by this item is incorporated by reference to the Insperity Proxy Statement. 572024 Form 10-KEXHIBITS AND FINANCIAL STATEMENT SCHEDULESPART IVItem 15.Â Â Exhibits, Financial Statement Schedules.(a)1.Financial Statements of the CompanyThe Consolidated Financial Statements listed by the Registrant on the accompanying Index to Consolidated Financial Statements are filed as part of this Annual Report.(a)2.Financial Statement SchedulesSchedules have been omitted since they are not applicable, not required, not material, or the information is included elsewhere herein.(a)3.List of ExhibitsExhibit No.Exhibit3.1Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrantâ€™s Current Report on Form 8-K filed on May 29, 2018).3.2Amended and Restated Bylaws of Insperity, Inc. dated November 15, 2023 (incorporated by reference to Exhibit 3.1 to the Registrantâ€™s Current Report on Form 8-K filed on November 17, 2023).4.1Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrantâ€™s Registration Statement on Form S-1 (No. 33-96952)).4.2Description of Registrantâ€™s Common Stock (incorporated by reference to Exhibit 4.2 to the Registrantâ€™s Form 10-K for the year ended December 31, 2019).4.3Rights Agreement dated as of May 21, 2020 between Insperity, Inc. and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Registrantâ€™s Current Report on Form 8-K filed on May 22, 2020).4.4Certificate of Designations of Series A Junior Participating Preferred Stock (incorporated by reference to Exhibit 3.1 to the Registrantâ€™s Current Report on Form 8-K filed on May 22, 2020).4.5Certificate of Elimination with Respect to Series A Junior Participating Preferred Stock of Insperity, Inc. (incorporated by reference to Exhibit 3.1 to the Registrantâ€™s Current Report on Form 8-K filed on May 26, 2021).10.1â€ Insperity, Inc. 2001 Incentive Plan, as amended and restated (incorporated by reference to Appendix A to the Registrantâ€™s definitive proxy statement on Schedule 14A filed on March 18, 2009 (No. 1-13998)).10.2â€ Form of Restricted Stock Unit Agreement for awards granted to executive officers on or after December 30, 2019 (incorporated by reference to Exhibit 10.18 to the Registrantâ€™s Form 10-K for the year ended December 31, 2019).10.3â€ Form of Restricted Stock Unit Agreement for awards granted to certain senior personnel on or after December 30, 2019 (incorporated by reference to Exhibit 10.19 to the Registrantâ€™s Form 10-K for the year ended December 31, 2019).10.4â€ Form of Restricted Stock Unit Agreement for awards granted to other employees on or after December 30, 2019 (incorporated by reference to Exhibit 10.20 to the Registrantâ€™s Form 10-K for the year ended December 31, 2019).10.5â€ Form of Restricted Stock Unit Agreement for awards granted to executive officers on or after January 29, 2024 (incorporated by reference to Exhibit 10.5 to the Registrantâ€™s Form 10-K for the year ended December 31, 2023).10.6â€ Form of Restricted Stock Unit Agreement for awards granted to certain senior personnel on or after January 29, 2024 (incorporated by reference to Exhibit 10.6 to the Registrantâ€™s Form 10-K for the year ended December 31, 2023).10.7â€ Form of Restricted Stock Unit Agreement for awards granted to certain other employees on or after January 29, 2024 (incorporated by reference to Exhibit 10.7 to the Registrantâ€™s Form 10-K for the year ended December 31, 2023). 582024 Form 10-KEXHIBITS AND FINANCIAL STATEMENT SCHEDULESExhibit No.Exhibit10.8â€ Form of Employee Award Notice and Agreement under LTIP granted on or after December 30, 2019 (incorporated by reference to Exhibit 10.22 to the Registrantâ€™s Form 10-K for the year ended December 31, 2019).10.9â€ Form of Employee Award Notice and Agreement under LTIP granted on or after January 29, 2024 (incorporated by reference to Exhibit 10.9 to the Registrantâ€™s Form 10-K for the year ended December 31, 2023).10.10â€ Directors Compensation Plan (incorporated by reference to Exhibit 10.4 to the Registrantâ€™s Form 10-Q for the quarter ended September 30, 2012).10.11â€ Amendment to the Directors Compensation Plan (incorporated by reference to Exhibit 10.6 to the Registrantâ€™s Current Report on Form 8-K filed on February 22, 2013).10.12â€ First Amendment and Appendix A to Directors Compensation Plan (incorporated by reference to Exhibit 10.2 to the Registrantâ€™s Current Report on Form 8-K filed on February 25, 2015).10.13â€ Directors Compensation Plan (as amended and restated April 1, 2017) (incorporated by reference to Exhibit 10.2 to the Registrantâ€™s Form 10-Q for the quarter ended June 30, 2017).10.14*â€ Directors Compensation Plan (as amended and restated January 1, 2025)10.15Insperity, Inc. 2008 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Registration Statement on Form S-8 (No. 333-151275)).10.16Insperity, Inc. 2012 Incentive Plan (incorporated by reference to the Registrantâ€™s definitive proxy statement on Schedule 14A filed on March 29, 2012 (No. 1-13998)).10.17First Amendment to the Insperity, Inc. 2012 Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Current Report on Form 8-K filed on February 22, 2013).10.18Second Amendment to Insperity, Inc. 2012 Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Current Report on Form 8-K filed on February 25, 2015).10.19Third Amendment to Insperity, Inc. 2012 Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Current Report on Form 8-K filed on April 1, 2016).10.20Insperity, Inc. 2012 Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Current Report on Form 8-K filed on June 21, 2017).10.21First Amendment to the Insperity Inc. 2012 Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.34 to the Registrantâ€™s Form 10-K filed for the year ended December 31, 2019).10.22Insperity, Inc. Incentive Plan (incorporated by reference to the Registrantâ€™s definitive proxy statement on Schedule 14A filed on April 14, 2023 (No. 1-13998)).10.23Insperity, Inc. Long-Term Incentive Program (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Current Report on Form 8-K filed on April 2, 2015).10.24Insperity, Inc. Long-Term Incentive Program, as amended and restated January 29, 2024 (incorporated by reference to Exhibit 10.23 to the Registrant's Form 10-K for the year ended December 31, 2023).10.25â€ Insperity, Inc. Executive Severance Plan (incorporated by reference to Exhibit 99.1 to the Registrantâ€™s Current Report on Form 8-K filed on January 3, 2020).10.26â€ Form of Participant Agreement under the Insperity, Inc. Executive Severance Plan (incorporated by reference to Exhibit 99.2 to the Registrantâ€™s Current Report on Form 8-K filed on January 3, 2020).10.27(+)Minimum Premium Financial Agreement, amended and restated effective January 1, 2005, by and between Insperity Holdings, Inc. (fka Administaff of Texas, Inc.) and United Healthcare Insurance Company (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Form 10-Q for the quarter ended June 30, 2005).10.28(+)Minimum Premium Administrative Services Agreement, amended and restated effective January 1, 2005, by and between Insperity Holdings, Inc. (fka Administaff of Texas, Inc.) and United Healthcare Insurance Company (incorporated by reference to Exhibit 10.2 to the Registrantâ€™s Form 10-Q for the quarter ended June 30, 2005). 592024 Form 10-KEXHIBITS AND FINANCIAL STATEMENT SCHEDULESExhibit No.Exhibit10.29(+)Amendment to Minimum Premium Financial Agreement, as amended effective January 1, 2009, by and between Insperity Holdings, Inc. (fka Administaff of Texas, Inc.) and United Healthcare Insurance Company (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Form 10-Q for the quarter ended March 31, 2013).10.30(+)Amendment to Minimum Premium Financial Agreement, as amended effective January 1, 2013, by and between Insperity Holdings, Inc. and United Healthcare Insurance Company (incorporated by reference to Exhibit 10.2 to the Registrantâ€™s Form 10-Q for the quarter ended September 30, 2015).10.31(+)Amendment to Minimum Premium Administrative Services Agreement, as amended effective January 1, 2008, by and between Insperity Holdings, Inc. (fka Administaff of Texas, Inc.) and UnitedHealthcare Insurance Company (incorporated by reference to Exhibit 10.2 to the Registrantâ€™s Form 10-Q for the quarter ended March 31, 2013).10.32(+)Amendment to Minimum Premium Administrative Services Agreement, as amended effective January 1, 2013, by and between Insperity Holdings, Inc. and UnitedHealthcare Insurance Company, effective as of January 1, 2015 (incorporated by reference to Exhibit 10.3 to the Registrantâ€™s Form 10-Q for the quarter ended September 30, 2015).10.33(+)Amendment to Minimum Premium Financial Agreement, as amended effective January 1, 2011, by and between Insperity Holdings, Inc. (fka Administaff of Texas, Inc.) and UnitedHealthcare Insurance Company, effective as of January 1, 2013 (incorporated by reference to Exhibit 10.2 to the Registrantâ€™s Form 10-Q for the quarter ended September 30, 2014).10.34(+)Amendment to Minimum Premium Administrative Services Agreement, as amended effective January 1, 2011, by and between Insperity Holdings, Inc. (fka Administaff of Texas, Inc.) and UnitedHealthcare Insurance Company, effective as of January 1, 2013 (incorporated by reference to Exhibit 10.3 to the Registrantâ€™s Form 10-Q for the quarter ended September 30, 2014).10.35(+)Amendment to the Minimum Premium Financial Agreement, as amended effective January 1, 2015, by and between Insperity Holdings, Inc. and UnitedHealthcare Insurance Company, effective as of January 1, 2016 (incorporated by reference to Exhibit 10.2 to the Registrantâ€™s Form 10-Q for the quarter ended June 30, 2016).10.36(+)Amendment to the Minimum Premium Administrative Services Agreement, as amended effective January 1, 2015, by and between Insperity Holdings, Inc. and UnitedHealthcare Insurance Company, effective as of January 1, 2016 (incorporated by reference to Exhibit 10.3 to the Registrantâ€™s Form 10-Q for the quarter ended June 30, 2016).10.37(+)Amendment to the Minimum Premium Financial Agreement, as amended effective January 1, 2016, by and between Insperity Holdings, Inc. and UnitedHealthcare Insurance Company, effective as of January 1, 2017 (incorporated by reference to Exhibit 10.39 to the Registrantâ€™s Form 10-K for the year ended December 31, 2016).10.38(+)Amendment to Minimum Premium Administrative Services Agreement (as previously amended effective January 1, 2016) by and between Insperity Holdings, Inc., and United Healthcare Insurance Company entered into as of January 1, 2019 (incorporated by reference to Exhibit 10.2 to the Registrantâ€™s Form 10-Q for the quarter ended March 31, 2019).10.39(+)Amendment to Minimum Premium Financial Agreement (as previously amended effective January 1, 2017) by and between Insperity Holdings, Inc., and United Healthcare Insurance Company entered into as of January 1, 2019 (incorporated by reference to Exhibit 10.3 to the Registrantâ€™s Form 10-Q for the quarter ended March 31, 2019).10.40(+)Letter Agreement by and between Insperity Holdings, Inc. and United Healthcare Insurance company entered into as of February 7, 2020 (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Form 10-Q for the quarter ended March 31, 2020).10.41(+)Letter Agreement by and between Insperity Holdings, Inc. and United Healthcare Insurance company entered into as of December 28, 2021 (incorporated by reference to Exhibit 10.55 to the Registrant's Form 10-K for the year ended December 31, 2021).10.42*(+)Letter Agreement by and between Insperity Holdings, Inc. and United Healthcare Insurance company entered into as of October 29, 2024. 602024 Form 10-KEXHIBITS AND FINANCIAL STATEMENT SCHEDULESExhibit No.Exhibit10.43Amended and Restated Credit Agreement dated February 6, 2018 (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Current Report on Form 8-K filed on February 12, 2018).10.44First Amendment to Amended and Restated Credit Agreement dated September 13, 2019 (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Current Report on Form 8-K filed on September 17, 2019).10.45Second Amendment to Amended and Restated Credit Agreement dated March 9, 2021 (incorporated by reference to Exhibit 10.2 of the Registrantâ€™s Form 10-Q for the quarter ended March 31, 2021).10.46Third Amendment to Amended and Restated Credit Agreement dated April 28, 2021 (incorporated by reference to Exhibit 10.3 of the Registrantâ€™s Form 10-Q for the quarter ended March 31, 2021).10.47Fourth Amendment to the Amended and Restated

Credit Agreement dated June 30, 2022 (incorporated by reference to Exhibit 10.1 of the Registrantâ€™s Current Report on Form 8-K filed on July 6, 2022).10.48Fifth Amendment to the Amended and Restated Credit Agreement dated September 28, 2023 (incorporated by reference to Exhibit 10.1 of the Registrantâ€™s Form 10-Q for the quarter ended September 30, 2023).10.49Sixth Amendment to the Amended and Restated Credit Agreement dated April 26, 2024 (incorporated by reference to Exhibit 10.1 of the Registrantâ€™s Form 10-Q for the quarter ended March 31, 2024).19*Policy on the Prevention of Insider Trading21.1*Subsidiaries of Insperity, Inc.23.1*Consent of Independent Registered Public Accounting Firm.24.1*Powers of Attorney.31.1*Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.31.2*Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.32.1**Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.32.2**Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.97Insperity, Inc. Policy for Recovery of Erroneously Awarded Compensation Applicable to Executive Officers (incorporated by reference to Exhibit 97 to the Registrant's Form 10-K for the year ended December 31, 2023).101.INS*Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.101.SCH*Inline XBRL Taxonomy Extension Schema Document.101.CAL*Inline XBRL Taxonomy Extension Calculation Linkbase Document.101.DEF*Inline XBRL Extension Definition Linkbase Document.101.LAB*Inline XBRL Taxonomy Extension Label Linkbase Document.101.PREInline XBRL Taxonomy Extension Presentation Linkbase Document.104Cover Page Interactive Data File (embedded with the Inline XBRL document).*Filed herewith.**Furnished with this report.â€ Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Form 10-K.(+)Certain portions of the exhibit have been omitted pursuant to an order granting confidential treatment or Item 601(b)(10) of Regulation S-K. The omitted information is (i) not material and (ii) the type of information the Company treats as private or confidential.ITEM 16.Â Â FORM 10-K SUMMARY.None. 612024 Form 10-KSIGNATURESSIGNATURESPursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Insperity, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on FebruaryÂ 10, 2025.Â Â INSPERITY, INC.Â Â By:/s/ James D. AllisonÂ Â James D. AllisonÂ Â Executive Vice President of Finance, Chief Financial Officer & TreasurerÂ Â (Principal Financial Officer)By:/s/ Sean P. DuffySean P. DuffySenior Vice President of Finance and Accounting(Principal Accounting Officer) 622024 Form 10-KSIGNATURESPursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of Insperity, Inc. in the capacities indicated on FebruaryÂ 10, 2025:Â SignatureTitle/s/ Paul J. SarvadiChairman of the Board, Chief Executive OfficerPaul J. Sarvadiand Director(Principal Executive Officer)/s/ James D. AllisonExecutive Vice President of Finance,James D. AllisonChief Financial Officer & Treasurer(Principal Financial Officer)/s/ Sean P. DuffySenior Vice President of FinanceSean P. Duffyand Accounting(Principal Accounting Officer)*DirectorTimothy Clifford*DirectorEli Jones*DirectorCarol R. Kaufman*DirectorJohn L. Lumelleau*DirectorEllen H. Masterson*DirectorRandall Mehl*DirectorJohn Morphy*DirectorLatha Ramchand*DirectorRichard G. Rawson*DirectorW. Philip Wilmington*By: /s/ Christian P. CallensChristian P. Callens, attorney-in-fact 632024 Form 10-KCONSOLIDATED FINANCIAL STATEMENTSINSPERITY, INC.INDEX TO CONSOLIDATED FINANCIAL STATEMENTSReport of Independent Registered Public Accounting Firm (PCAOB ID: 42)F-2Managementâ€™s Report on Internal ControlF-4Report of Independent Registered Public Accounting Firm (PCAOB ID: 42)F-5Consolidated Balance SheetsF-6Consolidated Statements of IncomeF-7Consolidated Statements of Stockholdersâ€™ EquityF-8Consolidated Statements of Cash FlowsF-9Notes to Consolidated Financial StatementsF-11Â F-12024 Form 10-KCONSOLIDATED FINANCIAL STATEMENTSREPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMTo the Stockholders and the Board of Directors of Insperity, Inc.Opinion on the Financial StatementsWe have audited the accompanying consolidated balance sheets of Insperity, Inc. (the Company) as of December 31, 2024 and 2023, the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2024, and the related notes (collectively referred to as the â€œconsolidated financial statementsâ€). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024, in conformity with U.S. generally accepted accounting principles.We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated FebruaryÂ 10, 2025 expressed an unqualified opinion thereon.Basis for OpinionThese financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Companyâ€™s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion. Critical Audit MatterThe critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the account or disclosure to which it relates. Â F-22024 Form 10-KCONSOLIDATED FINANCIAL STATEMENTSEstimation of the Cost of Incurred but Not Reported Health Insurance Claims Description of the MatterAs discussed in Note 1 of the consolidated financial statements under â€œHealth Insurance Costs,â€ the Company provides the majority of its health insurance coverage to its employees through a fully insured health insurance policy with UnitedHealthcare (â€œUnitedâ€). While the policy with United is a fully insured plan, as a result of certain contractual terms, the Company accounts for this plan using a partially self-funded insurance accounting model. Accordingly, the Company records the cost of the United plan, including an estimate of the incurred claims, taxes and administrative fees, as benefits expense, which is a component of Payroll taxes, benefits and workersâ€™ compensation costs in the consolidated statement of income. The estimated incurred but not reported claims under the Companyâ€™s United insurance policy are based upon: (i) the level of claims processed during each quarter; (ii) estimated completion rates based upon recent claim development patterns under the plan; and (iii) the number of participants in the plan.Auditing managementâ€™s estimate of the cost of incurred but not reported health insurance claims was subjective and judgmental due to the significant estimation required in determining the medical reserve. Estimating incurred but not reported claims is subjective due to the large number of plan participants and the possibility that the number, nature, magnitude, and the timing of processing of current period claims may not be comparable to historical results experienced by the Company.How We Addressed the Matter in Our AuditWe obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the estimation process, including, among others, controls over the completeness and accuracy of the data used to estimate the cost of incurred health insurance claims and the review and approval processes that management has in place for the assumptions applied and the calculation of the cost of incurred health insurance claims. Our audit procedures included, among others, assessing (i) the Companyâ€™s health insurance cost estimation methodology, (ii) significant assumptions used to develop the medical completion rates, which includes the incurred but not reported component, (iii) the accuracy and completeness of the claims processed data used in the Companyâ€™s computation, as well as (iv) the historical accuracy of managementâ€™s estimates of the cost of incurred health insurance claims. Our testing of the medical completion rate assumptions included comparing the completion rate assumptions used by management to the completion rates experienced in historical periods and assessing whether contrary evidence exists with respect to the completion rate assumptions utilized by the Company to estimate the cost of incurred health insurance claims. Furthermore, we involved our actuarial specialists to assist in our evaluation of the Companyâ€™s methodology and compared the Companyâ€™s estimate to a range developed by our actuarial specialists based on the historical claim data and independently selected assumptions./s/ Ernst & Young LLPWe have served as the Companyâ€™s auditor since 1991.Houston, TexasFebruaryÂ 10, 2025 Â F-32024 Form 10-KCONSOLIDATED FINANCIAL STATEMENTSMANAGEMENTâ€™S REPORT ON INTERNAL CONTROLThe Company has assessed the effectiveness of its internal control over financial reporting as of DecemberÂ 31, 2024, based on criteria established in Internal Control â€” Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (â€œCOSOâ€) (2013 framework). The Companyâ€™s management is responsible for establishing and maintaining adequate internal controls over financial reporting. The effectiveness of the Companyâ€™s internal control over financial reporting as of DecemberÂ 31, 2024, has been audited by the Companyâ€™s independent registered public accounting firm, as stated in their report that is included herein.Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the companyâ€™s assets that could have a material effect on the financial statements. Because of the inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.The Companyâ€™s assessment of the effectiveness of its internal control over financial reporting included testing and evaluating the design and operating effectiveness of its internal controls. In managementâ€™s opinion, the Company has maintained effective internal control over financial reporting as of DecemberÂ 31, 2024, based on criteria established in the COSO 2013 framework./s/ Paul J. Sarvadi/s/ James D. AllisonPaul J. SarvadiJames D. AllisonChairman of the Board &Chief Executive OfficerExecutive Vice President, Finance, Chief Financial Officer & TreasurerÂ F-42024 Form 10-KCONSOLIDATED FINANCIAL STATEMENTSREPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRMTo the Stockholders and the Board of Directors of Insperity, Inc.Opinion on Internal Control Over Financial ReportingWe have audited Insperity, Inc.â€™s internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Controlâ€”Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Insperity, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on the COSO criteria. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2024 and 2023, the related consolidated statements of income, stockholdersâ€™ equity, and cash flows for each of the three years in the period ended December 31, 2024, and the related notes and our report dated FebruaryÂ 10, 2025 expressed an unqualified opinion thereon.Basis for OpinionThe Companyâ€™s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Managementâ€™s Report on Internal Control. Our responsibility is to express an opinion on the Companyâ€™s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.Definition and Limitations of Internal Control Over Financial ReportingA companyâ€™s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A companyâ€™s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the companyâ€™s assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate./s/ Ernst & Young LLPHouston, TexasFebruaryÂ 10, 2025Â F-52024 Form 10-KCONSOLIDATED FINANCIAL STATEMENTSINSPERITY, INC.CONSOLIDATED BALANCE SHEETS(in millions, except per share amounts)December 31, 2024December 31, 2023AssetsCash and cash equivalents$1,039Â $693Â Restricted cash69Â 57Â Marketable securities16Â 16Â Accounts receivable, net829Â 694Â Prepaid insurance and related assets25Â 7Â Funds held for clients and other current assets107Â 128Â Total current assets2,085Â 1,595Â Property and equipment, net of accumulated depreciation192Â 197Â Right-of-use (â€œROUâ€) leased assets65Â 57Â Deposits and prepaid health insurance195Â 215Â Goodwill and other intangible assets, net13Â 13Â Deferred income taxes, net34Â 20Â Other assets13Â 23Â Total assets$2,597Â $2,120Â Liabilities and stockholders' equityAccounts payable$10Â $11Â Payroll taxes and other payroll deductions payable901Â 566Â Accrued worksite employee payroll costs730Â 559Â Accrued health insurance costs19Â 46Â Accrued workersâ€™ compensation costs71Â 60Â Accrued corporate payroll and commissions82Â 64Â Client funds liability and other accrued liabilities117Â 130Â Total current liabilities1,930Â 1,436Â Accrued workersâ€™ compensation costs, net of current135Â 163Â Long-term debt369Â 369Â Operating lease liabilities, net of current66Â 58Â Total noncurrent liabilities570Â 590Â Commitments and contingenciesStockholders' equity:Preferred stock ($0.01 per share par value; 20 shares authorized; no shares issued and outstanding)â€”Â â€”Â Common stock ($0.01 per share par value; 120 shares authorized; 55.5 shares issued and 37.2 shares and 37.3 shares outstanding, respectively)1Â 1Â Additional paid-in capital222Â 185Â Treasury stock, at cost (18.3 and 18.2 shares held in treasury, respectively)(864)(831)Retained earnings738Â 739Â Total stockholders' equity97Â 94Â Total liabilities and stockholdersâ€™ equity$2,597Â $2,120Â See accompanying notes.Â F-62024 Form 10-KCONSOLIDATED FINANCIAL STATEMENTSINSPERITY, INC.CONSOLIDATED STATEMENTS OF INCOMEYear Ended December 31,(in millions, except per share amounts)202420232022Revenues$6,581Â $6,486Â $5,939Â Payroll taxes, benefits and workersâ€™ compensation costs5,529Â 5,449Â 4,928Â Gross profit1,052Â 1,037Â 1,011Â Salaries, wages and payroll taxes521Â 461Â 431Â Stock-based compensation61Â 53Â 50Â Commissions47Â 47Â 46Â Advertising38Â 37Â 37Â General and administrative expenses224Â 177Â 156Â Depreciation and amortization44Â 43Â 41Â Total operating expenses935Â 818Â 761Â Operating income117Â 219Â 250Â Other income (expense):Interest income37Â 33Â 9Â Interest expense(28)(27)(14)Income before income tax expense126Â 225Â 245Â Income tax expense35Â 54Â 66Â Net income$91Â $171Â $179Â Net income per share of common stockBasic$2.44Â $4.53Â $4.70Â Diluted$2.42Â $4.47Â $4.64Â See accompanying notes.Â F-72024 Form 10-KCONSOLIDATED FINANCIAL STATEMENTSINSPERITY, INC.CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITYCommon Stock IssuedAdditional Paid-In CapitalTreasury StockRetained EarningsTotal(in millions)SharesAmountBalance at December 31, 202155Â $1Â $109Â (665)553Â $(2)Purchase of treasury stock, at costâ€”Â â€”Â â€”Â (73)â€”Â (73)Issuance of equity-based incentive awards and dividend equivalentsâ€”Â â€”Â (9)10Â (1)â€”Â Stock-based compensation expenseâ€”Â â€”Â 49Â 1Â â€”Â 50Â Otherâ€”Â â€”Â 2Â 1Â 1Â 4Â Dividends paidâ€”Â â€”Â â€”Â (77)(77)Net incomeâ€”Â â€”Â â€”Â 179Â 179Â Balance at December 31, 202255Â $1Â $151Â (726)655Â $81Â Purchase of treasury stock, at costâ€”Â â€”Â (132)â€”Â (132)Issuance of equity-based incentive awards and dividend equivalentsâ€”Â â€”Â (21)25Â (4)â€”Â Stock-based compensation expenseâ€”Â â€”Â 53Â â€”Â â€”Â 53Â Otherâ€”Â â€”Â 2Â 2Â 1Â 5Â Dividends paidâ€”Â â€”Â â€”Â (84)(84)Net

incomeâ€”Â â€”Â â€”Â 171Â 171Â Balance at December 31, 202355Â $1Â $185Â (831)739Â $94Â Purchase of treasury stock, at costâ€”Â â€”Â â€”Â (63)â€”Â (63)Issuance of equity-based incentive awards and dividend equivalentsâ€”Â â€”Â (24)27Â (3)â€”Â Stock-based compensation expenseâ€”Â â€”Â 60Â 1Â â€”Â 61Â Otherâ€”Â â€”Â 1Â 2Â â€”Â 3Â Dividends paidâ€”Â â€”Â â€”Â â€”Â (89)(89)Net incomeâ€”Â â€”Â â€”Â â€”Â 91Â 91Â Balance at December 31, 202455Â $1Â $222Â (864)738Â $97Â See accompanying notes.Â F-82024 Form 10-KCONSOLIDATED FINANCIAL STATEMENTSINSPERITY, INC.CONSOLIDATED STATEMENTS OF CASH FLOWSYear Ended December 31,(in millions)202420232022Cash flows from operating activitiesNet income$91Â $171Â $179Â Adjustments to reconcile net income to net cash provided by operating activities:Depreciation and amortization44Â 43Â 41Â Stock-based compensation61Â 53Â 50Â Deferred income taxes(14)(4)(11)Changes in operating assets and liabilities:Accounts receivable(135)(71)(110)Prepaid insurance and related assets(18)5Â â€”Â Other current assets(8)(15)(5)Other assets and ROU assets25Â 23Â 2Â Accounts payable(1)3Â 2Â Payroll taxes and other payroll deductions payable335Â 10Â 88Â Accrued worksite employee payroll costs171Â 46Â 104Â Accrued health insurance costs(27)(7)3Â Accrued workersâ€™ compensation costs(17)(10)(10)Accrued corporate payroll, commissions and other accrued liabilities(2)(45)(5)Income taxes payable/receivable15Â (4)19Â Total adjustments429Â 27Â 168Â Net cash provided by operating activities520Â 198Â 347Â Cash flows from investing activitiesMarketable securities:Purchases(23)(48)(47)Proceeds from maturities23Â 38Â 45Â Proceeds from dispositionsâ€”Â 28Â â€”Â Property and equipment purchases(38)(40)(30)Net cash used in investing activities(38)(22)(32)Cash flows from financing activitiesPurchase of treasury stock(63)(131)(73)Dividends paid(89)(84)(77)Client funds liability and other(21)60Â 9Â Net cash used in financing activities(173)(155)(141)Net increase in cash, cash equivalents, restricted cash, funds held for clients, and deposits â€“ workersâ€™ compensation309Â 21Â 174Â Cash, cash equivalents, restricted cash, funds held for clients, and deposits â€“ workersâ€™ compensation beginning of year1,035Â 1,014Â 840Â Cash, cash equivalents, restricted cash, funds held for clients, and deposits â€“ workersâ€™ compensation end of year$1,344Â $1,035Â $1,014Â See accompanying notes.Â F-92024 Form 10-KCONSOLIDATED FINANCIAL STATEMENTSINSPERITY, INC.CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)Year Ended December 31,(in millions)202420232022Supplemental cash flow information:Income taxes, net$33Â $63Â $57Â Cash paid for interest32Â 22Â 13Â ROU assets obtained in exchange for lease obligations29Â 22Â 10Â See accompanying notes.Â F-102024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTS1.Accounting PoliciesDescription of BusinessInsperity, Inc. (â€œInsperityâ€ or â€œweâ€, â€œourâ€, and â€œusâ€) provides an array of human resources (â€œHRâ€) and business solutions designed to help improve business performance. Since our formation in 1986, we have evolved from being solely a professional employer organization (â€œPEOâ€), an industry we pioneered, to our current position as a comprehensive business performance solutions provider. We were organized as a corporation in 1986 and have provided PEO services since inception.Our most comprehensive HR services offerings are provided through our Workforce OptimizationÂ® and Workforce SynchronizationTM solutions (together, our â€œPEO HR Outsourcing Solutionsâ€), which encompass a broad range of human resources functions, including payroll and employment administration, employee benefits, workersâ€™ compensation, government compliance, performance management and training and development services, along with our cloud-based human capital management platform solution, the Insperity PremierTM platform. In addition to our PEO HR Outsourcing Solutions, we offer a comprehensive traditional payroll and human capital management solution, known as our Workforce AccelerationTM solution (our â€œTraditional Payroll Solutionâ€). We also offer a number of other business performance solutions, including Recruiting Services, Employment Screening, Retirement Services, and Insurance Services. These other products and services generally are offered only with our other solutions.We provide our PEO HR Outsourcing Solutions by entering into a co-employment relationship with our clients, under which Insperity and its clients each take responsibility for certain portions of the employer-employee relationship. Insperity and its clients designate each partyâ€™s responsibilities through its Client Service Agreement (â€œCSAâ€), under which Insperity becomes an employer of the employees who work at the clientâ€™s location (â€œWSEEâ€) for most administrative and regulatory purposes.As a co-employer of our WSEEs, we assume many of the rights and obligations associated with being an employer. We enter into an employment agreement with each WSEE, thereby maintaining a variety of employer rights, including the right to hire or terminate employees, the right to evaluate employee qualifications or performance, and the right to establish employee compensation levels. Typically, Insperity only exercises these rights in consultation with its clients or when necessary to ensure regulatory compliance. The responsibilities associated with our role as employer include the following obligations with regard to our WSEEs: (1) to compensate our WSEEs through wages and salaries; (2) to pay the employer portion of payroll-related taxes; (3) to withhold and remit (where applicable) the employee portion of payroll-related taxes; (4) to provide employee benefit programs; and (5) to provide workersâ€™ compensation insurance coverage.In addition to our assumption of employer status for our WSEEs, our PEO HR Outsourcing Solutions also includes other human resources functions for our clients to support the effective and efficient use of personnel in their business operations. To provide these functions, we maintain a significant staff of professionals trained in a wide variety of HR functions, including employee training, employee recruiting, employee performance management, employee compensation and employer liability management. These professionals interact and consult with clients on a daily basis to help identify each clientâ€™s service requirements and to ensure that we are providing appropriate and timely human capital management services.Revenue and Direct Cost RecognitionWe enter into contracts with our customers for human resources services based on a stated rate and price in the contract. Our contracts generally establish pricing for a period of 12 months and are generally cancellable at any time by either party with 30-daysâ€™ notice. Our performance obligations are satisfied as services are rendered each month. The term between invoicing and when our performance obligations are satisfied is not significant. Our payment terms typically require payment concurrently with the invoicing of our PEO services. We do not have significant financing components or significant payment terms.Our revenue is generally recognized ratably over the payroll period as WSEEs perform their service at the client worksite in accordance with Accounting Standards Codification (â€œASCâ€) 606, Revenue from Contracts with Customers. Customers are invoiced concurrently with each periodic payroll of its WSEEs. Revenues that have been recognized but not invoiced Â F-112024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTSrepresent unbilled accounts receivable of $810 million and $669 million at DecemberÂ 31, 2024 and DecemberÂ 31, 2023, respectively, and are included in accounts receivable, net on our Consolidated Balance Sheets.Pursuant to the â€œpractical expedientsâ€ provided under ASC 340-40, Other Assets and Deferred Costs - Contracts with Customers, we expense sales commissions when incurred because the terms of our contracts are cancellable by either party with a 30-day notice. These costs are recorded in commissions in our Consolidated Statements of Income.Our revenue for our PEO HR Outsourcing Solutions by geographic region and for our other products and services offerings are as follows:Year Ended December 31,(in millions)202420232022Northeast$1,801Â $1,757Â $1,625Â Southeast926Â 907Â 796Â Central1,195Â 1,170Â 1,045Â Southwest1,245Â 1,250Â 1,163Â West1,344Â 1,337Â 1,251Â 6,511Â 6,421Â revenue70Â 65Â 59Â Total revenue$6,581Â $6,486Â $5,939Â Our PEO HR Outsourcing Solutions revenues are primarily derived from our gross billings, which are based on (1) the payroll cost of our WSEEs; and (2) a markup computed as a percentage of the payroll cost. The gross billings are invoiced concurrently with each periodic payroll of our WSEEs. Revenues, which exclude the payroll cost component of gross billings and therefore consist solely of the markup, are recognized ratably over the payroll period as WSEEs perform their service at the client worksite.In determining the pricing of the markup component of our gross billings, we take into consideration our estimates of the costs directly associated with our WSEEs, including payroll taxes, benefits and workersâ€™ compensation costs, plus an acceptable gross profit margin. As a result, our operating results are significantly impacted by our ability to accurately estimate our direct costs relative to the revenues derived from the markup component of our gross billings.Revenues are comprised of gross billings less WSEE payroll costs as follows:Year Ended December 31,(in millions)202420232022Gross billings$43,752Â $43,141Â $40,127Â Less: WSEE payroll cost37,171Â 36,655Â 34,188Â Revenues$6,581Â $6,486Â $5,939Â Consistent with our revenue recognition policy, our direct costs do not include the payroll cost of our WSEEs. Our direct costs associated with our revenue generating activities are primarily comprised of all other costs related to our WSEEs, such as the employer portion of payroll-related taxes, employee benefit plan premiums and workersâ€™ compensation insurance costs.Segment ReportingASC 280, Segment Reporting establishes standards for reporting information about operating segments on a basis consistent with our internal organizational structure as well as information about geographical areas and business segments. We use the management approach to determine reportable operating segments. The management approach considers the internal organization and reporting used by our chief operating decision maker (â€œCODMâ€) for making decisions, allocating resources and assessing performance. Â F-122024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTSOur CODM has been identified as our chief executive officer, who reviews results when making decisions about allocating resources and assessing performance, in addition to considering our geographical footprint, which is based in the United States, and the management of our business activities, which is done on a consolidated basis. Based on managementâ€™s assessment, we determined that we have only one operating segment and therefore one reportable segment, HR Solutions, as defined by ASC 280. The HR Solutions segment derives revenue from customers by providing various human resource services through professional service contracts. The accounting policies of the HR Solutions segment are the same as those described in the summary of significant accounting policies. The measure of segment assets is reported on our Consolidated Balance Sheets as total assets, and the CODM assesses performance and decides how to allocate resources based on net income as reported on our Consolidated Statements of Income.The CODM reviews revenues and expenses at the consolidated level as disclosed in our Consolidated Statements of Income and uses net income to evaluate income generated from segment assets (return on assets) in deciding whether to reinvest profits into our HR Solutions segment or into other areas of the entity, such as for acquisitions or to pay dividends. Net income is also used to monitor budget versus actual results and in competitive analysis by benchmarking to our competitors. The competitive analysis and the monitoring of budgeted versus actual results are used in assessing the segmentâ€™s performance and in establishing managementâ€™s compensation.Since we have only one operating segment, we do not have intra-segment sales or transfers.Principles of ConsolidationThe Consolidated Financial Statements include the accounts of Insperity, Inc. and its wholly owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.Use of EstimatesThe preparation of financial statements in conformity with United States Generally Accepted Accounting Principles (â€œGAAPâ€) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.Concentrations of Credit RiskFinancial instruments that could potentially subject us to concentration of credit risk include accounts receivable and marketable securities.Cash, Cash Equivalents and Marketable SecuritiesWe invest our excess cash in federal government and municipal-based money market funds. All highly liquid investments with original maturities of three months or less from date of purchase are classified as cash equivalents. Liquid investments with original maturities of greater than three months from the date of purchase are classified as marketable securities in current assets.We account for marketable securities in accordance with ASC 320, Investments â€” Debt and Equity Securities. We determine the appropriate classification of all marketable securities as held-to-maturity, available-for-sale or trading at the time of purchase, and re-evaluate such classification as of each balance sheet date. At DecemberÂ 31, 2024 and 2023, all of our investments in marketable securities were classified as available-for-sale, and as a result, were reported at fair value. The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts from the date of purchase to maturity. Such amortization is included in interest income as an addition to or deduction from the coupon interest earned on the investments. We use the specific identification method of determining the cost basis in computing realized gains and losses on the sale of our available-for-sale securities. Realized gains and losses are included in other income.Property and EquipmentProperty and equipment are recorded at cost and are depreciated over the estimated useful lives of the related assets using the straight-line method.Property and equipment, net consisted of the following:Â F-132024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTS(in millions)December 31, 2024December 31, 2023Land$6Â $6Â Buildings and improvements225Â 217Â Computer hardware and software145Â 145Â Software development costs149Â 137Â Furniture, fixtures and other56Â 53Â Property and equipment, gross581Â 558Â Accumulated depreciation and amortization(389)(361)Property and equipment, net$192Â $197Â The estimated useful lives of property and equipment for purposes of computing depreciation are as follows:Useful LifeBuildings and improvements4â€”30yearsComputer hardware and software2â€”5yearsSoftware development costs3â€”5yearsFurniture, fixtures and other5â€”7yearsSoftware development costs relate primarily to software code development, systems integration and testing of our proprietary professional employer information systems and are accounted for in accordance with ASC 350-40, Internal Use Software. Capitalized software development costs are amortized using the straight-line method over the estimated useful lives of the software, generally three years. We recognized $13 million, $14Â million and $13Â million in amortization of capitalized software development costs in 2024, 2023 and 2022, respectively. Unamortized software development costs were $32 million and $33 million at December 31, 2024 and 2023, respectively. We periodically evaluate our long-lived assets for impairment in accordance with ASC 360-10, Property, Plant, and Equipment. ASC 360-10 requires that an impairment loss be recognized for assets to be disposed of or held-for-use when the carrying amount of an asset is deemed to not be recoverable. If events or circumstances were to indicate that any of our long-lived assets might be impaired, we would assess recoverability based on the estimated undiscounted future cash flows to be generated from the applicable asset or asset group. In addition, we may record an impairment loss to the extent that the carrying value of the asset exceeded the fair value of the asset. Fair value is generally determined using an estimate of discounted future net cash flows from operating activities or upon disposal of the asset. Cloud Computing ArrangementsWe incur costs to implement cloud computing arrangements that are hosted by third-party vendors. SaaS implementation costs associated with cloud computing arrangements are capitalized when incurred during the application development phase. The capitalized costs are recorded in our short-term and long-term other assets on our Consolidated Balance Sheets. Amortization is calculated on a straight-line basis over the contractual term of the cloud computing arrangement, typically a one to five year period. We recognized $11Â million, $6Â million, and $2 million in amortization of SaaS implementation costs in 2024, 2023, and 2022, respectively. These costs are recorded in general and administrative expenses in our Consolidated Statements of Income. Unamortized SaaS implementation costs were $16Â million and $24Â million at December 31, 2024 and 2023, respectively. LeasesWe determine if an arrangement is a lease at inception of a contract in accordance with ASC 842, Leases, as well as the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standards Updates clarifying the lease guidance. ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit interest rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The lease terms used to calculate the ROU asset and related lease liability include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Â F-142024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTSLease expense for operating leases is recognized on a straight-line basis over the lease term as an operating expense. We have lease agreements which require payments for lease and non-lease components and have elected to account for these as a single lease component related to our other operating facilities. Please read Note 11, â€œLeases,â€ for additional information.Leases with an initial term of 12 months or less are not recorded on the balance sheet; instead, lease payments are recognized as lease expense on a straight-line basis over the lease term.Goodwill and Other Intangible AssetsOur goodwill is not amortized, but is tested for impairment on an annual basis or when there is an indication that there has been a potential decline in the fair value of a reporting unit. Annually, we perform a qualitative analysis to determine if it is more likely than not that the fair value has declined below its carrying value. This analysis considers various qualitative factors. Due to the nature of our business, all of our goodwill is associated with one reporting unit. We perform our annual impairment testing during the fourth quarter. Based on the results of our analysis, no impairment loss was recognized in 2024, 2023 or 2022.Health Insurance CostsWe provide group health insurance coverage under a single-employer plan that covers both our WSEEs in our PEO HR Outsourcing Solutions and our corporate employees and utilizes a national network of carriers, including UnitedHealthcare (â€œUnitedâ€), UnitedHealthcare of California, Kaiser Permanente, Blue Shield of California, HMSA BlueCross BlueShield of Hawaii, and Harvard Pilgrim Health Care, formerly known as Tufts, all of which provide fully insured policies or service contracts.Approximately 86% of our costs related to health insurance coverage are provided under our policy with United. While the policy with United is a fully insured plan, as a result of certain contractual terms, we have accounted for this plan since its inception using a partially self-funded insurance accounting model. Effective January 1, 2020, under the amended agreement with United, we no longer have financial responsibilities for a participantâ€™s annual claim costs that exceed $1 million (â€œIndividual Claims Limitâ€). Accordingly, we record the cost of the United plan, including an estimate of the incurred claims, taxes and administrative fees (collectively the â€œPlan Costsâ€), as benefits expense, which is a component of direct costs, in our Consolidated Statements of Income. The estimated incurred but not reported claims are based upon: (1) the level of claims processed during each quarter; (2) estimated completion rates based upon recent claim development patterns under the plan; and (3) the number of participants in the plan, including both active and COBRA enrollees. Each reporting period, changes in the estimated ultimate costs resulting from claim trends, plan design

and migration, participant demographics, and other factors are incorporated into the benefits costs, which requires a significant level of judgment.Additionally, since the planâ€™s inception, under the terms of the contract, United establishes cash funding rates 90 days in advance of the beginning of a reporting quarter. If the Plan Costs for a reporting quarter are greater than the premiums paid and owed to United, a deficit in the plan would be incurred and a liability for the excess costs would be accrued in our Consolidated Balance Sheets. On the other hand, if the Plan Costs for the reporting quarter are less than the premiums paid and owed to United, a surplus in the plan would be incurred and we would record an asset for the excess premiums in our Consolidated Balance Sheets. The terms of the arrangement require us to maintain an accumulated cash surplus in the plan of $9 million, which is reported as long-term prepaid health insurance. In addition, United requires a deposit equal to approximately one day of claims funding activity, which was $7 million at DecemberÂ 31, 2024, and is included in deposits - health insurance as a long-term asset on our Consolidated Balance Sheets. As of DecemberÂ 31, 2024, Plan Costs were more than the net premiums paid and owed to United by $5 million. As this amount is less than the agreed-upon $9 million surplus maintenance level, the $14 million difference is included in accrued health insurance costs, a current liability, in our Consolidated Balance Sheets. The premiums, including the additional quarterly premiums, owed to United at DecemberÂ 31, 2024 were less than $1 million, which is included in accrued health insurance costs, a current liability in our Consolidated Balance Sheets. Our benefits costs incurred in 2024 included a decrease of $29 million for changes in estimated run-off related to prior periods, net of Individual Claims Limit. Our benefits costs incurred in 2023 included a decrease of $13 million for changes in estimated run-off related to prior periods, net of Individual Claims Limit.Workersâ€™ Compensation CostsOur workersâ€™ compensation coverage for our WSEEs in our PEO HR Outsourcing Solutions has been provided through arrangements with the Chubb Group of Insurance Companies or its predecessors (the â€œChubb Programâ€) since 2007. The Â F-152024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTSChubb Program is fully insured in that Chubb has the responsibility to pay all claims incurred under the policy regardless of whether we satisfy our responsibilities. Under the Chubb Program, for claims incurred on or before September 30, 2019, we have financial responsibility to Chubb for the first $1 million layer of claims per occurrence and, for claims over $1 million, up to a maximum aggregate amount of $6 million per policy year for claims that exceed $1 million. Chubb bears the financial responsibility for all claims in excess of these levels. Effective for claims incurred on or after October 1, 2019, we have financial responsibility to Chubb for the first $1.5 million layer of claims per occurrence and, for claims over $1.5 million, up to a maximum aggregate amount of $6 million per policy year for claims that exceed $1.5 million. Because we bear the financial responsibility for claims up to the levels noted above, such claims, which are the primary component of our workersâ€™ compensation costs, are recorded in the period incurred. Workersâ€™ compensation insurance includes ongoing health care and indemnity coverage whereby claims are paid over numerous years following the date of injury. Accordingly, the accrual of related incurred costs in each reporting period includes estimates, which take into account the ongoing development of claims and therefore requires a significant level of judgment. We utilize a third-party actuary to estimate our loss development rate, which is primarily based upon the nature of WSEEsâ€™ job responsibilities, the location of WSEEs, the historical frequency and severity of workersâ€™ compensation claims, and an estimate of future cost trends. Each reporting period, changes in the actuarial assumptions resulting from changes in actual claims experience and other trends are incorporated into our workersâ€™ compensation claims cost estimates. During the year ended DecemberÂ 31, 2024 and 2023, we reduced accrued workersâ€™ compensation costs by $32 million and $33 million, respectively, for changes in estimated losses related to prior periods. Workersâ€™ compensation cost estimates are discounted to present value at a rate based upon the U.S. Treasury rates that correspond with the weighted average estimated claim payout period (the average discount rate utilized was 4.3% in both 2024 and 2023) and are accreted over the estimated claim payment period and included as a component of direct costs in our Consolidated Statements of Income. The following table provides the activity and balances related to incurred but not paid workersâ€™ compensation claims:Year Ended December 31,(in millions)20242023Beginning balance, January 1,$220Â $229Â Accrued claims, net65Â 61Â Present value discount, net of accretion(12)(13)Paid claims(69)(57)Ending balance$204Â $220Â Current portion of accrued claims$69Â $57Â Long-term portion of accrued claims135Â 163Â Total accrued claims$204Â $220Â The current portion of accrued workersâ€™ compensation costs on our Consolidated Balance Sheets at DecemberÂ 31, 2024 and 2023 includes $2 million and $3 million, respectively, of workersâ€™ compensation administrative fees.The undiscounted accrued workersâ€™ compensation costs were $240 million as of DecemberÂ 31, 2024 and $250 million as of DecemberÂ 31, 2023.At the beginning of each policy period, the workersâ€™ compensation insurance carrier establishes monthly funding requirements comprised of premium costs and funds to be set aside for payment of future claims (â€œclaim fundsâ€). The level of claim funds is primarily based upon anticipated WSEE payroll levels and expected workersâ€™ compensation loss rates, as determined by the insurance carrier. Monies funded into the program for incurred claims expected to be paid within one year are primarily held as cash and money market funds (cash equivalents) and are recorded as restricted cash, a short-term asset, while the remainder of claim funds are included in deposits â€“ workersâ€™ compensation, a long-term asset in our Consolidated Balance Sheets. During 2024, we received $39 million for the return of excess claim funds related to the workersâ€™ compensation program, which resulted in a decrease to deposits - workersâ€™ compensation. At DecemberÂ 31, 2024, we had restricted cash of $69 million and deposits â€“ workersâ€™ compensation of $178 million, of which $241 million was held in trust bank accounts.Â F-162024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTSOur estimate of incurred claim costs expected to be paid within one year is included in short-term liabilities, while our estimate of incurred claim costs expected to be paid beyond one year is included in long-term liabilities on our Consolidated Balance Sheets.Stock-Based CompensationAt DecemberÂ 31, 2024, we have one stock-based employee compensation plan under which we may issue awards. We account for this plan under the recognition and measurement principles of ASC 718, Compensation â€“ Stock Compensation, which requires all share-based payments to employees to be recognized in the income statement based on their fair values.We generally make annual grants of unrestricted stock under our stock-based incentive compensation plan to our non-employee directors, and grants of restricted stock units to our officers and certain other employees. Restricted stock unit grants to officers and other employees generally vest over a period of three years from the date of grant. Restricted stock units are valued based on the fair value on date of grant and the associated expense, net of estimated forfeitures, is recognized over the requisite service period. Stock grants issued to non-employee directors are 100% vested on the grant date. All shares are issued out of treasury. Our Insperity Long-Term Incentive Program (the â€œLTIPâ€) provides for performance based long-term compensation awards in the form of performance units to certain employees based on the achievement of pre-established performance goals. Each performance unit represents the right to receive one common share at a future date based on our performance against certain targets. Performance units have a vesting schedule of three years. A portion of the LTIP grant to employees was considered a market-based performance award that cliff vests at the end of three years assuming continued employment and achievement of market-based performance goals. The fair value of each performance unit is the market price of our common stock on the date of grant. The fair value of each market-based performance unit was determined through use of the Monte Carlo simulation method. The compensation expense for such awards is recognized on a straight-line basis over the vesting term. Over the performance period the number of shares expected to be issued is adjusted upward or downward based on the probability of achievement of the performance target.Company-Sponsored 401(k) Retirement PlansUnder our 401(k) retirement plan for corporate employees (the â€œCorporate Planâ€), we matched 100% of eligible corporate employeesâ€™ contributions, up to 6% of the employeesâ€™ eligible compensation in 2024, 2023, and 2022. Matching contributions under the Corporate Plan are immediately vested. During 2024, 2023 and 2022, we made matching contributions on behalf of corporate employees to the Corporate Plan of $19 million, $17 million, and $14 million, respectively, and are included in salaries, wages and payroll taxes in our Consolidated Statements of Income.Under our separate 401(k) retirement plan for WSEEs (the â€œWorksite Employee Planâ€), the match percentage for WSEEs ranges from 0% to 6%, as determined by each client company. Matching contributions under the Worksite Employee Plan are immediately vested. During 2024, 2023 and 2022, we made matching contributions on behalf of WSEEs to the Worksite Employee Plan of $390 million, $375 million, and $329 million, respectively.AdvertisingWe expense all advertising costs as incurred.Income TaxesWe use the liability method in accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and income tax carrying amounts of assets and liabilities and are measured using the enacted tax rates and laws in effect when the differences are expected to reverse. Please read Note 7, â€œIncome Taxes,â€ for additional information.Recent Accounting PronouncementsIn December 2023, the FASB issued Accounting Standards Update (â€œASUâ€) No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. ASU 2023-09 expands the disclosure requirements for income taxes, specifically related to the rate reconciliation and income taxes paid. ASU 2023-09 is effective for fiscal years beginning Â F-172024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTSafter December 15, 2024, with early adoption permitted. We are currently evaluating the guidance, but do not expect this ASU to materially impact our Consolidated Financial Statements.In November 2024, the FASB issued ASU No. 2024-03, Disaggregation of Income Statement Expenses. ASU 2024-03 requires public companies to disaggregate key expense categories such as employee compensation and depreciation in their financial statements. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. We are currently evaluating the guidance, but do not expect this ASU to materially impact our Consolidated Financial Statements.2.Other Balance Sheet InformationCash, Cash Equivalents and Marketable SecuritiesThe following table summarizes our cash and investments in cash equivalents and marketable securities held by investment managers and overnight investments:December 31, 2024December 31, 2023(in millions)Cash & Cash EquivalentsMarketable SecuritiesTotalCash & Cash EquivalentsMarketable SecuritiesTotalOvernight holdings$931Â $â€”Â $931Â $611Â $â€”Â $611Â Investment holdings117Â 16Â 133Â 119Â 16Â 135Â 1,048Â 16Â 1,064Â 730Â 16Â 746Â Cash in demand accounts27Â â€”Â 27Â 27Â â€”Â 27Â Outstanding checks(36)â€”Â (36)(64)â€”Â (64)Total$1,039Â $16Â $1,055Â $693Â $16Â $709Â Our cash and overnight holdings fluctuate based on the timing of clientsâ€™ payroll processing cycles. Our cash, cash equivalents and marketable securities at DecemberÂ 31, 2024 and DecemberÂ 31, 2023 included $830Â million and $510Â million, respectively, of funds associated with federal and state income tax withholdings, employment taxes, and other payroll deductions, as well as $91Â million and $28Â million, respectively, in client prepayments. At DecemberÂ 31, 2024 included in our $830Â million of funds associated with federal and state income tax withholdings was $440 million of funds we received in late December 2024 from the Internal Revenue Service related to employee retention tax credits claimed by our PEO clients under the COVID relief programs, that are expected to be distributed to clients in early 2025.Â F-182024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTSCash, Cash Equivalents, Restricted Cash, Funds Held for Clients, and Deposits â€“ Workersâ€™ CompensationThe following table summarizes our cash, cash equivalents, restricted cash, funds held for clients, and deposits â€“ workersâ€™ compensation as reported in our Consolidated Statements of Cash Flows:Year Ended December 31,(in millions)202420232022Supplemental schedule of cash and cash equivalents, restricted cash, funds held for clients, and deposits â€“ workersâ€™ compensationCash and cash equivalents$693Â $733Â $576Â Restricted cash57Â 50Â 47Â Other current assets - funds held for clients(1)87Â 35Â 32Â Deposits â€“ workersâ€™ compensation198Â 196Â 185Â Cash, cash equivalents, restricted cash, funds held for clients, and deposits â€“ workersâ€™ compensation beginning of year$1,035Â $1,014Â $840Â Cash and cash equivalents$1,039Â $693Â $733Â Restricted cash69Â 57Â 50Â Other current assets - funds held for clients(1)58Â 87Â 35Â Deposits â€“ workersâ€™ compensation178Â 198Â 196Â Cash, cash equivalents, restricted cash, funds held for clients, and , and deposits â€“ workersâ€™ compensation end of year$1,344Â $1,035Â $1,014Â Â _____(1)Funds held for clients represent amounts held on behalf of our Traditional Payroll Solution customers that are restricted for the purpose of satisfying obligations to remit funds to clientsâ€™ employees and various tax authorities.Please read Note 1. â€œAccounting Policies,â€ for a discussion of our accounting policies for deposits â€“ workersâ€™ compensation and restricted cash. Payroll Taxes and Other Payroll Deductions PayableAs a co-employer, we generally assume responsibility for the withholding and remittance of federal and state payroll taxes and other payroll deductions with respect to wages and salaries paid to our WSEEs. As of DecemberÂ 31, 2024 and DecemberÂ 31, 2023, payroll taxes and other payroll deductions payable were $901 million and $566 million, respectively. The balance at DecemberÂ 31, 2024 includes $440 million of funds we received in late December 2024 from the Internal Revenue Service related to employee retention tax credits claimed by our PEO clients under the COVID relief programs, that are expected to be distributed to clients in early 2025.3.Fair Value MeasurementsWe account for our financial assets in accordance with ASC 820, Fair Value Measurement. This standard defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. The fair value measurement disclosures are grouped into three levels based on valuation factors:â€¢Level 1 - quoted prices in active markets using identical assetsâ€¢Level 2 - significant other observable inputs, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other observable inputsâ€¢Level 3 - significant unobservable inputsÂ F-192024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTSFair Value of Instruments Measured and Recognized at Fair ValueThe following table summarizes the levels of fair value measurements of our financial assets:December 31, 2024December 31, 2023(in millions)TotalLevel 1Level 2TotalLevel 1Level 2Money market funds$1,048Â $1,048Â $â€”Â $730Â $730Â $â€”Â U.S. Treasury bills16Â 16Â â€”Â 16Â 16Â â€”Â 1,064Â 1,064Â â€”Â 746Â 746Â â€”Â Deposits - money market funds241Â 241Â â€”Â 22Â 22Â â€”Â Total$1,305Â $1,305Â $â€”Â $768Â $768Â $â€”Â Please read Note 2. â€œOther Balance Sheet Information,â€ for additional information.During 2024, we transferred $158Â million of claim funds previously held with Chubb to a trust account and those funds were subsequently invested in money market funds. Both before and after the transfer, these funds were included in restricted cash and deposits - workersâ€™ compensation on our Consolidated Balance Sheet.Our valuation techniques used to measure fair value for these securities during the period consisted primarily of third-party pricing services that utilized actual market data such as trades of comparable bond issues, broker/dealer quotations for the same or similar investments in active markets and other observable inputs.The following is a summary of our available-for-sale marketable securities:(in millions)Amortized CostGross Unrealized GainsGross Unrealized LossesEstimated Fair ValueDecember 31, 2024U.S. Treasury bills$16Â $â€”Â $â€”Â $16Â December 31, 2023U.S. Treasury bills$16Â $â€”Â $â€”Â $16Â As of DecemberÂ 31, 2024, the contractual maturities of all marketable securities in our portfolio were less than one year.Fair Value of Other Financial InstrumentsThe carrying amounts of cash, cash equivalents, restricted cash, accounts receivable, deposits and accounts payable approximate their fair values due to the short-term maturities of these instruments.As of DecemberÂ 31, 2024, the carrying value of borrowings under our revolving credit facility approximates fair value and was classified as Level 2 in the fair value hierarchy. Please read Note 6, â€œLong-Term Debt,â€ for additional information.Â F-202024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTS4.Accounts ReceivableAccounts receivable, net consisted of the following:December 31,(in millions)20242023Trade, net$9Â $16Â Unbilled810Â 669Â Other10Â 9Â Accounts receivable, net$829Â $694Â Our accounts receivable is primarily composed of trade receivables and unbilled receivables. Our trade receivables, which represent outstanding gross billings to clients, are reported net of allowance for doubtful accounts of $1 million as of both DecemberÂ 31, 2024 and 2023. We establish an allowance for doubtful accounts based on managementâ€™s assessment of the collectability of specific accounts and by making a general provision for other potentially uncollectible amounts.We make an accrual at the end of each accounting period for our obligations associated with the earned but unpaid wages of our WSEEs and for the accrued gross billings associated with such wages. These accruals are included in accrued worksite employee payroll cost and unbilled accounts receivable; however, these amounts are presented net in the Consolidated Statements of Income. We generally require clients to pay invoices for service fees no later than the same day as the applicable payroll date. As such, we generally do not require collateral. Client prepayments directly attributable to accrued worksite employee payroll costs and unbilled revenues have been netted as we have the legal right of offset for these amounts. Unbilled accounts receivable consisted of the following:Â December 31,(in millions)20242023Accrued worksite employee payroll cost$730Â $559Â Unbilled revenues171Â 138Â Client prepayments(91)(28)Unbilled accounts receivable$810Â $669Â 5.Deposits and Prepaid Health InsuranceDeposits and prepaid health insurance consisted of the following:December 31,(in millions)20242023Prepaid health insurance$9Â $9Â Deposits â€“ health insurance8Â 8Â Deposits â€“ workersâ€™ compensation178Â 198Â Deposits and prepaid health insurance$195Â $215Â The contractual arrangement with United for health insurance coverage requires us to maintain an accumulated cash surplus in the plan of $9 million, which is reported as deposits and prepaid health insurance in our Consolidated Balance Sheets. Please read Note 1, â€œAccounting Policies,â€ for a discussion of our accounting policies for health insurance costs and workersâ€™ compensation costs.Â F-212024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTS6.Long-Term DebtWe have a revolving credit facility (the â€œFacilityâ€) with a borrowing capacity of up to $650 million. The Facility may be further increased to $700 million based on the terms and subject to the conditions set forth in the agreement relating to the Facility (as amended, the â€œCredit Agreementâ€). The Facility is available for working capital and general corporate purposes, including acquisitions, stock repurchases and issuances of letters of credit. Our obligations under the Facility are secured by 100% of the stock of our captive insurance subsidiary and are guaranteed by all of our subsidiaries other than our captive insurance subsidiary and certain other excluded subsidiaries. At DecemberÂ 31, 2024, our outstanding balance on the Facility was $369 million, and we had an outstanding $1 million

letter of credit issued under the Facility, resulting in an available borrowing capacity of $280 million.The Facility matures on JuneÂ 30, 2027. Borrowings under the Facility bear interest at an annual rate equal to an alternate base rate or Adjusted Term SOFR for term SOFR loans, in either case plus an applicable margin. Adjusted Term SOFR is a forward-looking term rate based on the secured overnight financing rate plus a spread adjustment, which ranges from 0.10% to 0.25% depending on the interest period and type of loan. Depending on our leverage ratio, the applicable margin varies (1) in the case of SOFR loans, from 1.50% to 2.25% and (2) in the case of alternate base rate loans, from 0.00% to 0.50%. The alternate base rate is the highest of (1) the prime rate most recently published in The Wall Street Journal, (2) the federal funds rate plus 0.50%; and (3) the Adjusted Term SOFR rate plus 2.00%. We also pay an unused commitment fee on the average daily unused portion of the Facility at a rate of 0.25% per year. The average interest rate for 2024 was 7.1%. Interest expense and unused commitment fees are recorded in other income (expense). The Facility contains both affirmative and negative covenants that we believe are customary for arrangements of this nature. Covenants include, but are not limited to, limitations on our ability to incur additional indebtedness, sell material assets, retire, redeem or otherwise reacquire our capital stock, acquire the capital stock or assets of another business, make investments and pay dividends. In addition, the Credit Agreement requires us to comply with financial covenants limiting our total funded debt, minimum interest coverage ratio, and maximum leverage ratio. We were in compliance with all financial covenants under the Credit Agreement at DecemberÂ 31, 2024.Â F-222024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTS7.Income TaxesDeferred taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities used for financial reporting purposes and the amounts used for income tax purposes. Significant components of the net deferred tax assets as reflected on the Consolidated Balance Sheets are as follows:December 31,(in millions)20242023Â Deferred tax liabilitiesPrepaid assets(4)(4)Depreciation(5)(6)Tenant improvements(3)(3)Right-of-use leased assets(19)(17)Intangibles(3)(3)Total deferred tax liabilities(34)(33)Deferred tax assetsAccrued incentive compensation12Â 9Â Workersâ€™ compensation accruals4Â 5Â Accrued rent2Â 2Â Software development costs13Â 4Â Stock-based compensation15Â 14Â Operating lease liabilities22Â 20Â Other1Â â€”Â Total deferred tax assets69Â 54Â Valuation allowance(1)(1)Total net deferred tax assets68Â 53Â Net deferred tax assets$34Â $20Â Â F-232024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTSThe components of income tax expense are as follows:Year Ended December 31,(in millions)202420232022Â Current income tax expenseFederal$41Â $49Â $62Â State8Â 9Â 15Â Total current income tax expense49Â 58Â 77Â Deferred income tax benefitFederal(11)(3)(9)State(3)(1)(2)Total deferred income tax benefit(14)(4)(11)Total income tax expense$35Â $54Â $66Â The reconciliation of income tax expense computed at U.S. federal statutory tax rates to the reported income tax expense from continuing operations is as follows:Year Ended December 31,(in millions)202420232022Expected income tax expense at 21%$26Â $47Â $52Â State income taxes, net of federal benefit4Â 7Â 10Â Nondeductible expenses5Â 5Â 4Â Equity compensation, net1Â (4)1Â Research and development credit(1)(1)(1)Reported total income tax expense$35Â $54Â $66Â At DecemberÂ 31, 2024, we had net operating loss carryforwards totaling $1 million that expire from 2026 to 2030 related to an acquisition that occurred in 2010.We recognize interest and penalties related to uncertain tax positions in income tax expense. As of DecemberÂ 31, 2024, 2023 and 2022, we had no uncertain tax positions, and as a result, have made no provisions for interest or penalties related to uncertain tax positions. The tax years 2021 through 2023 remain open to examination by the Internal Revenue Service of the United States. The tax years 2020 through 2023 remain open to examination by various state tax authorities.8.Stockholders' EquityDuring 2024, we repurchased or withheld an aggregate of 697,177 shares of our common stock, as described below.Repurchase ProgramOur Board of Directors (the â€œBoardâ€) has authorized a program to repurchase shares of our outstanding common stock (â€œRepurchase Programâ€). The purchases may be made from time to time in the open market or directly from stockholders at prevailing market prices based on market conditions and other factors. During 2024, 516,798 shares were repurchased under the Repurchase Program. As of DecemberÂ 31, 2024, we were authorized to repurchase an additional 1,452,764 shares under the Repurchase Program.The Inflation Reduction Act of 2022, which was enacted into law on August 16, 2022, imposes a nondeductible 1% excise tax on the net value of certain stock repurchases made after December 31, 2022. During 2023, we recorded the applicable excise tax in treasury stock of $1 million as part of the cost basis of stock repurchased and recorded a corresponding liability for the excise tax payable in other accrued liabilities in our Consolidated Balance Sheets.Â F-242024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTSWithheld SharesDuring 2024, we withheld 180,379 shares to satisfy tax withholding obligations for the vesting of long-term incentive and restricted stock unit awards.DividendsThe Board declared and paid quarterly dividends as follows:(amounts per share)20242023First quarter$0.57Â $0.52Â Second quarter0.60Â 0.57Â Third quarter0.60Â 0.57Â Fourth quarter0.60Â 0.57Â During 2024 and 2023, we declared and paid dividends totaling $89 million and $84 million, respectively.Preferred StockAt DecemberÂ 31, 2024, 20 million shares of preferred stock were authorized.9.Incentive PlansThe Insperity, Inc. Incentive Plan, as amended, (the â€œIncentive Planâ€) provides for options and other stock-based awards that have been and may be granted to eligible employees and non-employee directors of Insperity or its subsidiaries. The Incentive Plan permits stock options, including nonqualified stock options and options intended to qualify as â€œincentive stock optionsâ€ within the meaning of Section 422 of the Internal Revenue Code, stock awards, restricted stock units, phantom stock awards, stock appreciation rights, performance units, and other stock-based awards and cash awards, all of which may or may not be subject to the achievement of one or more performance objectives. The purpose of the Incentive Plan generally is to retain and attract persons of training, experience and ability to serve as employees of Insperity and its subsidiaries and to serve as non-employee directors of Insperity, to encourage the sense of proprietorship of such persons and to stimulate the active interest of such persons in the development and financial success of Insperity and its subsidiaries.The Incentive Plan is administered by the Compensation Committee of the Board (the â€œCommitteeâ€). The Committee has the power to determine which eligible employees will receive awards, the timing and manner of the grant of such awards, the exercise price of stock options (which may not be less than market value on the date of grant), the number of shares and all of the terms of the awards. The Board may at any time amend or terminate the Incentive Plan. However, no amendment that would impair the rights of any participant, with respect to outstanding grants, can be made without the participantâ€™s prior consent. Stockholder approval of amendments to the Incentive Plan is necessary only when required by applicable law or stock exchange rules. Assuming all outstanding performance-based awards are paid at maximum achievement of pre-established performance goals, at DecemberÂ 31, 2024, 1.4 million shares of common stock were available for future grants under the Incentive Plan. We also maintain the LTIP under the Incentive Plan. The LTIP provides for performance-based long-term compensation awards in the form of performance units to certain employees based on the achievement of pre-established performance goals. We granted performance units under the LTIP to our named executive officers and certain other officers in 2024, 2023 and 2022. Employees who attain a minimum age of 62 and have provided 15 years or more of continuous service may continue to vest in awards following a qualifying retirement as defined under the Incentive Plan award agreement, as though they were still an employee, provided the grant date of the award is six months or more before the employeeâ€™s last day of employment, the employee provides the Company with six months advance notice of retirement, the employee continues to work full-time during such six (6) month period, and the employee signs a waiver and release of claims. In addition, in order to avoid forfeiting any outstanding award, a retired employee must refrain from providing any services, including but not limited to, as an employee, director, advisor, or independent contractor to a business engaged in providing any Â F-252024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTSservices offered by the Company and its subsidiaries and affiliates at the time of the employeeâ€™s retirement, including but not limited to PEO services, payroll services, retirement services or insurances services. For a termination following a qualifying retirement, time-based awards will continue to vest in the normal course. For a termination following a qualifying retirement, performance-based awards with completed or in-process performance periods are adjusted for achievement of the performance criteria, prorated through the date of termination and paid in the normal course, while performance-based awards for performance periods that have not started are forfeited. Stock-based compensation expense related to time-based and performance-based awards is accelerated over the requisite service period for employees who meet the requirements for continued vesting. Stock-based compensation expense and other disclosures for stock-based awards follows:Year Ended December 31,(in millions)202420232022Stock-based compensation expense recognized$61Â $53Â $50Â Income tax benefit realized from stock-based compensation expense17Â 13Â 13Â Time-Based Restricted Stock UnitsTime-based restricted stock units (â€œRSUsâ€), under equity plan accounting, are generally measured at fair value on the date of grant based on the number of shares granted, estimated forfeitures and the quoted price of the common stock. Such value is recognized as compensation expense over the corresponding vesting period, generally three years to five years for awards currently outstanding. However, for some RSUs currently outstanding, compensation expense is accelerated over the shortened requisite service period for employees who meet the requirements for continued vesting.The following is a summary of time-based RSU award activity for 2024:Total Awards(in thousands)Weighted AverageGrant Date FairValueNon-vested â€” December 31, 20231,038Â $106.98Â Granted630Â 98.86Â Vested(506)101.80Â Canceled(28)106.20Â Non-vested â€” December 31, 20241,134Â $104.96Â Additional disclosures for time-based RSUs:Year Ended December 31,202420232022Weighted average grant date fair value of awards granted$98.86Â $123.66Â $90.06Â Fair value of awards vested during the year (in millions)49Â 59Â 30Â As of DecemberÂ 31, 2024, unrecognized compensation expense associated with the unvested RSUs outstanding was $59 million and is expected to be recognized over a weighted average period of 22 months.Long-Term Incentive Program AwardsEach performance unit represents the right to receive common shares at a future date based on our performance against specified targets. The ultimate number of shares issued and the related compensation cost recognized is based on a comparison of the final performance metrics to the specified targets, which can range from 0% to 200% of the targeted amounts. A performance unit may be comprised of either a performance-based award or a market-based award. For performance-based awards, performance units have a vesting schedule of three years and compensation expense is recognized based on the number of common shares expected to be issued and the market price per common share on Â F-262024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTSthe date of grant. Over the performance period, the number of shares expected to be issued is adjusted upward or downward based upon the probability of achievement of the performance targets. For market-based awards, performance units vest at the end of a three-year period assuming continued employment and achievement of market-based performance goals. The fair value of market-based performance awards was determined through the use of the Monte Carlo simulation method. The compensation expense for the LTIP awards is recognized on a straight-line basis over the vesting terms.The following is a summary of LTIP award activity, at 100% of targeted amount, for 2024:Number of Performance UnitsWeighted AverageGrant Date FairValue(in thousands)Non-vested â€” December 31, 2023227Â $105.92Â Granted91Â 97.70Â Vested(60)98.44Â Canceled(65)98.79Â Non-vested â€” December 31, 2024193Â $106.79Â The determination of achievement results and corresponding vesting of the 2021 LTIP awards occurred in February 2024 resulting in recipients receiving approximately 101,000 shares of common stock with a fair value of $10 million. As of DecemberÂ 31, 2024, we estimate that approximately 60,000, 36,000 and 91,000 shares will vest with less than $1 million, $1 million and $5 million in unamortized compensation expense related to the 2022, 2023 and 2024 LTIP grants, respectively, and is expected to be recognized over a weighted average period of 18 months. Employee Stock Purchase PlanOur employee stock purchase plan (the â€œESPPâ€) enables employees to purchase shares of Insperity stock at a 5% discount from the stock price at the end of the offering period. The ESPP is a non-compensatory plan under GAAP for stock-based compensation. As a result, no compensation expense is recognized in conjunction with this plan. Approximately 46,000, 39,000 and 36,000 shares were issued from treasury under the ESPP during fiscal years 2024, 2023 and 2022, respectively.10.Earnings Per ShareBasic EPS is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted EPS is computed by dividing net income by the weighted average number of common shares outstanding during the period, plus the dilutive effect of time-based and performance-based RSUs.The following table summarizes the net income and the basic and diluted shares used in the earnings per share computations:Year Ended December 31,(in millions)202420232022Net income$91Â $171Â $179Â Weighted average common shares outstanding38Â 38Â 38Â Incremental shares from assumed time-based and performance-based RSU awardsâ€”Â â€”Â 1Â Adjusted weighted average common shares outstanding38Â 38Â 39Â An immaterial number of shares of time-based and performance-based RSU awards were excluded from the calculation of diluted earnings per share due to such shares being anti-dilutive during the years ended DecemberÂ 31, 2024 and 2023, respectively.Â F-272024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTS11.LeasesWe have operating leases for office space, other operating facilities, vehicles and office equipment. Our fixed operating lease costs for 2024, 2023 and 2022 were $20 million, $19 million, and $19 million, respectively, and are included in general and administrative expenses on our Consolidated Statements of Income. During 2024, cash paid for amounts included in the measurement of operating lease liabilities was $24 million.The following table presents the lease balances within our Consolidated Balance Sheets, weighted average lease term and weighted average discount rates related to our operating leases:(dollars in millions)Classification in Consolidated Balance SheetsDecember 31, 2024Lease liabilities:Current operating lease liabilitiesOther accrued liabilities$19Â Long-term operating lease liabilitiesOperating lease liabilities, net of current66Â Total operating lease liabilities85Â Less:Landlord funded tenant improvements13Â Deferred rent7Â Operating lease ROU assetsRight-of-use leased assets$65Â Weighted average remaining lease term5 yearsWeighted average discount rate5Â %The following presents the maturity of our operating lease liabilities as of DecemberÂ 31, 2024:(in millions)Operating Leases2025$23Â 202620Â 202718Â 202813Â 20298Â Thereafter16Â Total remaining obligation98Â Less imputed interest13Â Present value of lease liabilities$85Â As of DecemberÂ 31, 2024, we have additional operating leases that have not yet commenced of $22Â million with lease terms between two and eight years.12.Commitments and ContingenciesWe enter into fixed purchase and service obligations in the ordinary course of business. These arrangements primarily consist of advertising commitments and service contracts. At DecemberÂ 31, 2024, future purchase and service obligations greater than $100,000 and one year were as follows:Â F-282024 Form 10-KNOTES TO CONSOLIDATED FINANCIAL STATEMENTS(in millions)2025$60Â 202640Â 202731Â 202821Â Total obligations$152Â LitigationWe are a defendant in various lawsuits and claims arising in the normal course of business. Management believes it has valid defenses in these cases and is defending them vigorously. While the results of litigation cannot be predicted with certainty, management believes the final outcome of such litigation will not have a material adverse effect on our financial position or results of operations.Â F-292024 Form 10-K EX-10.14 2 a12312024nsp-ex1014directo.htm EX-10.14 DocumentExhibit 10.14Â Â Â Â INSPERITY, INC.DIRECTORS COMPENSATION PLAN(Amended and Restated as of January 1, 2025)INSPERITY, INC.DIRECTORS COMPENSATION PLANTable of ContentsÂ Â Â Â PageSECTION 1.Â Â Â Â DEFINITIONSÂ Â Â Â 1SECTION 2.Â Â Â Â ADMINISTRATIONÂ Â Â Â 4SECTION 3.Â Â Â Â PARTICIPANTSÂ Â Â Â 4SECTION 4.Â Â Â Â BENEFITSÂ Â Â Â 4SECTION 5.Â Â Â Â GENERAL PROVISIONSÂ Â Â Â 9Â Â Â Â INSPERITY, INC.Â Â Â Â DIRECTORS COMPENSATION PLANÂ Â Â Â PREAMBLEWHEREAS, Insperity, Inc. (the â€œCompanyâ€) previously adopted the Insperity, Inc. Directors Compensation Plan (the â€œPlanâ€) in order to promote the interests of the Company by encouraging Directors (as defined below) to acquire or increase their equity interests in the Company and to provide a means whereby such persons may develop a sense of proprietorship and personal involvement in the development and financial success of the Company; andWHEREAS, effective August 15, 2012, the Company amended and restated the Plan in its entirety; andWHEREAS, effective April 1, 2017, the Company amended and restated the Plan in its entirety; andWHEREAS, effective January 1, 2019, the Company amended the Plan; andWHEREAS, effective January 1, 2021, the Company amended the Plan; andWHEREAS, effective January 1, 2022, the Company amended the Plan; andWHEREAS, effective January 1, 2024, the Company amended the Plan; andWHEREAS, the Company desires to amend and restate the Plan in its entirety.NOW, THEREFORE, the Company hereby amends and restates the Plan as set forth herein, effective as of January 1, 2025.Â Â Â Â SECTION 1.Â Â Â Â DEFINITIONSÂ Â Â Â Â Â Â Â For purposes of the Plan, the following terms shall have the meanings indicated:11.1Â Â Â Â Annual Director Award Date means for each calendar year in which this Plan is in effect, the date on which the annual meeting of the stockholders of the Company is held in that year.1.2Â Â Â Â Applicable Date means for the annual Board retainer, committee membership retainers and annual committee chair fees, the last day of the quarter.1.3Â Â Â Â Award Agreement means Award Agreement as such term is defined under the Insperity, Inc. Incentive Plan. 1.4Â Â Â Â Board means the Board of Directors of the Company. 1.5Â Â Â Â Cause means: (a)Â Â Â Â the Director whose removal is proposed has been convicted, or when a Director is granted immunity to testify when another has been convicted, of a felony by a court of competent jurisdiction and such conviction is no longer subject to direct appeal;(b)Â Â Â Â such Director has been found by the affirmative vote of a majority of the entire Board at any regular or special meeting of the Board called for that purpose or by a court of competent jurisdiction to have been guilty of willful misconduct in the performance of his or her duties to the Company in a matter of substantial importance to the Company; or(c)Â Â Â Â such Director has been adjudicated by a court of competent jurisdiction to be mentally incompetent, which mental incompetency directly affects his or her ability as a Director of the Company.1.6Â Â Â Â Committee means the Compensation Committee of the Board or any other committee as may be designated by the Board.21.7Â Â Â Â Common Stock means Common Stock as such term is defined under the Insperity, Inc. Incentive Plan.1.8Â Â Â Â Compensation means the Participantâ€™s annual Board retainer, committee membership retainers and any retainers and fees earned by the Participant for chairing committees during the applicable calendar year, as set forth in Appendix A, which may be amended from time to time by the Board.1.9Â Â Â Â Director means a member of the Board, excluding any individual who is also an employee of the Company or a subsidiary thereof.1.1Â Â Â Â 1.10Â Â Â Â Disability means the

inability to perform the duties of the Directorâ€™s position for a period of six (6) consecutive months or for an aggregate of six (6) months during any twelve (12) month period after the Grant Date by reason of any medically determinable physical or mental impairment, as determined by the Board in the Boardâ€™s sole discretion.1.1Â Â Â Â 1.11Â Â Â Â Reserved.1.12Â Â Â Â Fair Market Value means, as applied to a specific date, Fair Market Value as such term is defined under the Insperity, Inc. Incentive Plan. 1.13Â Â Â Â Grant Date means the automatic date of grant of an award under the Plan as provided for in Section 4. 1.14Â Â Â Â Insperity, Inc. Incentive Plan or Incentive Plan means the Insperity, Inc. Incentive Plan, as amended and restated effective May 22, 2023, and as amended from time to time.1.15Â Â Â Â Option means an Option as such term is defined under the Insperity, Inc. Incentive Plan.31.16Â Â Â Â Participant means each Director, excluding any Director who elects in writing not to participate in the Plan.1.17Â Â Â Â Stock Award means a Stock Award as such term is defined under the Insperity, Inc. Incentive Plan.1.18Â Â Â Â Treasury Stock means issued shares of Company Stock that are held by the Company.4Â Â Â Â SECTION 2.Â Â Â Â ADMINISTRATIONÂ Â Â Â 2.1Â Â Â Â Administration. The Plan shall be administered by the Board. The Board shall have the complete authority and power to interpret the Plan, prescribe, amend and rescind rules relating to its administration, determine a Participantâ€™s right to a payment and the amount of such payment, and to take all other actions necessary or desirable for the administration of the Plan. In the event the Board determines that the number of actual meetings for the Board or a committee exceeds three (3) times the number of regularly scheduled meetings during a calendar year, the Board may provide for an adjustment to the Compensation paid for the corresponding retainer to compensate Directors for the additional attended meetings. All actions and decisions of the Board shall be final and binding upon all persons.Â Â Â Â 2.2Â Â Â Â Capitalized Terms. To the extent not defined in this Plan, capitalized terms shall have the meanings assigned thereto in the Incentive Plan.Â Â Â Â SECTION 3.Â Â Â Â PARTICIPANTSÂ Â Â Â 3.1Â Â Â Â Participants. Each Director shall be eligible to be a Participant.Â Â Â Â SECTION 4.Â Â Â Â BENEFITSÂ Â Â Â 4.1Â Â Â Â Retainer, Meeting and Committee Chair Fees. The Compensation of Directors is set forth in Appendix A. The Compensation for annual retainers and annual committee chair fees, if any, shall be paid to each Director on a quarterly basis, with each installment being equal 5to one-fourth of the annualized amount set forth in Appendix A and being paid as soon as administratively feasible following the end of the quarter. Annually, each Director may elect, prior to the date that the Compensation would otherwise be first payable to such Director in cash, to receive all such Compensation in shares of Company Stock. The number of shares of Company Stock to be paid to an electing Director shall be determined by dividing the Directorâ€™s Compensation to be paid on such date by the Fair Market Value of the Company Stock on the Applicable Date, with any fractional share paid in cash. Notwithstanding the foregoing, however, payment in shares of Company Stock may only be made by the Company with shares of Treasury Stock. In the event the number of shares of Treasury Stock is insufficient on any date to make all such payments provided for in this Section 4.1 in full, then all Directors who are entitled to receive shares of Company Stock on such date shall share ratably in the number of shares available and the balance of each such Directorâ€™s Compensation shall be paid in cash. An individual Directorâ€™s ratable share shall be calculated by dividing such Directorâ€™s eligible Compensation applicable to such payment by the total of all electing Directorsâ€™ eligible Compensation applicable to such payment. An election to receive payment of Compensation in Company Stock rather than in cash shall be made in such manner as the Committee may from time to time prescribe.4.2Â Â Â Â Equity Award Grants. Directors shall be granted equity awards in accordance with the terms provided below and subject to applicable terms and limitations set forth in the Companyâ€™s Incentive Plan and the applicable Award Agreements. Notwithstanding anything herein to the contrary, if the number of shares of Common Stock available for equity awards under the Incentive Plan is insufficient to make all grants of the awards provided for below on the applicable grant date, then all Directors who are entitled to an award on such date shall share 6ratably in the number of shares then available for awards under the Incentive Plan, and Directors shall have no right to receive an award with respect to the deficiencies in the number of available shares. 4.3Â Â Â Â Reserved. 4.4Â Â Â Â Annual Director Award. (a)Â Â Â Â On the Annual Director Award Date, each Director who is in office immediately after the annual meeting on such date shall be granted a Stock Award of a number of shares of Common Stock with an aggregate Fair Market Value as set forth in Appendix A, determined as of the Grant Date. The Annual Director Awards shall be 100% vested and exercisable and shall be rounded up to the next higher whole share amount in the case of a fractional share amount. No Annual Director Award will be made to an individual Director if such Director gives advance written notice to the Board that he or she does not wish to receive such award.(b)Â Â Â Â A Director who is appointed to the Board for the first time after January 1, 2025, shall be automatically granted, on the date of his or her appointment to the Board, a Stock Award of a number of shares of Common Stock with an aggregate Fair Market Value equal to the Annual Director Award as set forth in Appendix A, determined as of the Grant Date, but such Award shall be pro-rated based on the date of the last annual meeting, rounded to the nearest month (â€œInitial Annual Director Awardâ€). The Initial Annual Director Award shall be 100% vested and exercisable and shall be rounded up to the next higher whole share amount in the case of a fractional share amount.7(c)Â Â Â Â Notwithstanding the foregoing, a Director whose initial service on the Board begins as a result of being elected or appointed to the Board at the annual meeting shall receive the Annual Director Award, but not an Initial Annual Director Award.4.5Â Â Â Â Termination of Director Options. Any Option previously granted to a Director shall terminate and be of no force and effect with respect to any shares of Common Stock not previously purchased by the Director upon the first to occur of:Â Â Â Â Â Â Â Â (i)Â Â Â Â the tenth (10th) anniversary of the Grant Date for such award; orÂ Â Â Â Â Â Â Â Â (ii)Â Â Â Â the expiration of (A)Â three months following the Directorâ€™s termination of service for Cause; or (B)Â three years following the Directorâ€™s termination of service for any other reason.Notwithstanding anything herein to the contrary, the normal expiration date for Options shall not be extended.4.6Â Â Â Â Forfeiture of Director Stock Awards. Any portion of a Stock Award to a Director which has not become vested on or before the date of the Directorâ€™s termination of service shall be forfeited.4.7Â Â Â Â Award Agreement. Each Option and Stock Award that is not 100% vested, granted to a Director shall be evidenced by an Award Agreement between the Company and such Director that sets forth the terms, conditions and limitations described in this Plan, if any, the Incentive Plan and any additional terms, conditions and limitations applicable to the Option or the Stock Award.4.8Â Â Â Â Pro-Ration of Compensation. In the event a Director is elected or appointed to the Board at any time during the year, or if a Director becomes a committee member or committee 8chair during the calendar year, the annual Board and committee retainer and annual committee chair fee shall be paid pro-rata based on service for the calendar year quarter, rounded to the nearest month based on the date of election or appointment. In the event a Director resigns from the Board, a committee or as committee chair, compensation for the respective retainer or fee will be similarly paid pro-rata based on service for the calendar year quarter.Â Â Â Â SECTION 5.Â Â Â Â GENERAL PROVISIONSÂ Â Â Â 5.1Â Â Â Â Amendment and Termination. The Board may from time to time amend, suspend or terminate the Plan, in whole or in part; provided, however, no amendment, suspension or termination of the Plan may impair the right of a Participant to receive any benefit accrued hereunder prior to the effective date of such amendment, suspension or termination. Notwithstanding the preceding sentence, equity awards under the Plan will cease without any action of the Committee or Board if the Incentive Plan, or successor plan, expires and the Board does not designate another plan under which the equity awards are to be made.5.2Â Â Â Â Compliance with Securities Laws. It is the intention of the Company that, so long as any of the Companyâ€™s equity securities are registered pursuant to Section 12(b) or 12(g) of the Securities Exchange Act of 1934, as amended, this Plan shall be operated in compliance with Section 16(b) thereof.9APPENDIX AInsperity, Inc. Directors Compensation Plan(Amended and Restated as of January 1, 2025)5.3Â Â Â Â Applicable Law. Except to the extent preempted by applicable federal law, the Plan shall be construed and governed in accordance with the laws of the State of Delaware.10APPENDIX AInsperity, Inc. Directors Compensation Plan(Amended and Restated as of January 1, 2025)Directors' Compensation & Equity AwardsEffective January 1, 2025BoardCompensation CommitteeFRMA CommitteeN&CG CommitteeLead Independent DirectorCommonality, Equality, & Cohesion Board LiaisonAnnual Retainer$85,000$10,000$15,000$5,000$42,500$35,000Annual Committee Chair Fees*N/A$15,000$25,000$15,000N/AN/AAnnual Director Award$190,000N/AN/AN/AN/A* Committee chair fee is in addition to the committee member retainer fee.11 EX-10.42 3 a12312024nsp-ex1042nsploax.htm EX-10.42 DocumentCertain portions of this exhibit have been omitted pursuant to Rule 601(b)(10) of Regulation S-K. The omitted information is (i) not material and (ii) the type of information that the Company treats as private or confidential.Exhibit 10.42 October 25, 2024Mr. James D. AllisonInsperity Holdings, Inc. EVP of Comprehensive Benefits Solutions and Chief Profitability Officer19001 Crescent Springs DriveKingwood, TX 77339Â Dear Jim:For [ ] clients with Insperity â€œClient Service Agreement Effective Datesâ€ between [ ], through [ ], UnitedHealthcare will [ ] for each [ ] covered for health insurance under UnitedHealthcare and Insperityâ€™s Minimum Premium Financial Agreement and the Minimum Premium Administrative Services Agreement (the â€œ[ ]â€). To qualify, an [ ] member must be included on the [ ], UnitedHealthcare membership report to be considered eligible for the [ ].The [ ] will be executed as a [ ] in the first or second quarter of 2025. The [ ] being offered is designed to help [ ] and is in addition to any prior [ ] provided for under the Minimum Premium Financial Agreement, amended and restated effective January 1, 2005, as amended, between the parties (the â€œMPFAâ€) or the Minimum Premium Administrative Services Agreement, amended and restated effective January 1, 2005, as amended, between the parties (the â€œMPASAâ€ and, together with the MPFA, the â€œMinimum Premium Agreementsâ€). .Insperity is to provide UHC with the requisite information between [ ], and [ ], on a [ ] basis to allow UHC to verify [ ] for [ ] members. For purposes of this [ ], [ ] members will be measured once by UHC, on [ ], 2025, for purposes of [ ]. Â UHC will "[ ] " the [ ] based on the [ ], 2025 [ ] of additional [ ] members if [ ] or [ ] compared to the [ ], 2025 measurement is [ ] members.Insperity and UHC further agree that the [ ] contemplated herein is intended to be a [ ] event and shall in no way subsequently amend or modify the Minimum Premium Agreements (other than as expressly set forth in this letter). The parties also acknowledge and agree that the terms and conditions of this letter Certain portions of this exhibit have been omitted pursuant to Rule 601(b)(10) of Regulation S-K. The omitted information is (i) not material and (ii) the type of information that the Company treats as private or confidential.Exhibit 10.42agreement, including the existence thereof, are subject to the provisions of Section 5(e) of the MPASA, relating to publicity of the arrangement.If you agree with the terms of this Letter of Agreement, please sign below and return an executed copy to me via email to [ ]. Should you have any questions, please call me at ([ ]) [ ].Best Regards/s/ Anthony R. CarrAnthony R. CarrNational Vice President,UnitedHealthcareAGREED TO AND ACCEPTED BY:/s/ James D. AllisonInsperity Holdings, Inc.James D. AllisonEVP of Comprehensive Benefits Solutions and Chief Profitability OfficerDate: 10/29/2024 EX-19 4 a12312024nsp-ex19xinsperit.htm EX-19 DocumentExhibit 19Policy on the Prevention of Insider TradingIn the normal course of business, officers, directors, employees and agents of Insperity, Inc. and its subsidiaries (collectively, the â€œCompanyâ€) may come into possession of significant, sensitive, confidential or proprietary information. In the eyes of the law, this information is considered the Companyâ€™s property; persons affiliated with the Company are entrusted with this information and have a duty to protect it against inappropriate use or disclosure. Because the Companyâ€™s common stock is publicly traded, federal securities laws generally prohibit any director, officer, employee or agent of the Company and entities (such as trusts, limited partnerships, limited liability companies and corporations) over which such individuals have or share voting or investment control (each, a â€œCovered Personâ€) possessing material nonpublic information about the Company from buying or selling Company securities or passing on such information to other buyers or sellers. For purposes of the laws prohibiting insider trading, Company securities include the Companyâ€™s common stock as well as options, and include direct holdings as well as indirect holdings, such as holdings through employee benefit plans.Substantial legal penalties can be imposed on the Company and on any individual Covered Person for a violation of these laws. In addition, certain transactions must be reported by Covered Persons and/or the Company in filings with the United States Securities and Exchange Commission (â€œSECâ€). The purpose of this Policy is to facilitate compliance with these laws by: (1) informing Covered Persons of their responsibilities in this area; (2) establishing procedures for certain Covered Persons to follow before trading in Company securities; (3) informing Covered Persons of the consequences of violating the law and this Policy; and (4) assisting Covered Persons and the Company with reporting information regarding trades in Company securities when applicable.The Company has adopted this Policy to fulfill the Companyâ€™s obligation to prevent insider trading and to help Covered Persons avoid the severe consequences associated with violation of the insider trading laws. The Company also intends to prevent even the appearance of improper conduct on the part of anyone employed by or associated with the Company by prohibiting all speculative trading in Company stock.I.Federal Insider Trading LawsThe Law. Federal insider trading laws generally prohibit any Covered Person (or any Family Member of a Covered Person â€“ see Part II below) who possesses material nonpublic information (also referred to as â€œinside informationâ€) relating to the Company from buying or selling shares of common stock or other securities of the Company or any publicly traded options on shares of common stock or other Company securities, or engaging in any other action to take advantage of, or pass on to others, that information. The key is that a person possesses the material nonpublic information â€“ it does not matter whether the material nonpublic information is the basis for the buying or selling of securities. Moreover, personal trading transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are not an exception. The SEC, which is the primary U.S. enforcer of the federal securities laws, takes the view that the mere fact that a person knows or possesses the information is enough to bar him or her from trading, even if the reasons for the potential trade are not based on that information. This prohibition also extends to all material inside information that may be acquired in the course of a personâ€™s employment or relationship with the Company relating to the securities issued by other companies. If you have any questions regarding the application of these policies, please contact the Companyâ€™s General Counsel, who is the designated compliance officer with respect to this Policy. Materiality. In applying this Policy, it is often necessary for Covered Persons to determine whether certain information is material nonpublic information. Information may be considered â€œmaterialâ€ when the information, whether positive or negative, might be of possible significance to an investor in a decision to purchase, sell or hold stock or other securities. Information may be significant for this purpose even if it would not alone determine the investorâ€™s decision. Chances are, if a person learns something that leads that person to want to buy or sell securities, the information will be considered material. Thus, even speculative information can be material; information that something is likely to happen or not happen, or even that it may or may not happen, can be considered material. In short, any information which could reasonably be expected to affect the price of the security is material information and, if not public, material nonpublic information. See â€œWhen Information is Publicâ€ below. By way of example, it is probable that the following information, in most circumstances, would be deemed material: â€¢annual, quarterly or monthly financial results; â€¢a change in earnings or earnings projections or a significant change in the Companyâ€™s financial condition; â€¢discussions, negotiations and agreements regarding a significant proposed or pending transaction, including a merger, acquisition, business combination, or tender offer; â€¢a significant sale of assets or the disposition of a significant subsidiary; â€¢significant changes in prices, customers, or suppliers; â€¢planned changes in dividend or distribution policies; â€¢declaration of a stock split, the initiation of a stock buy-back program, or the offering of additional debt or equity securities; â€¢entering into significant new contracts or the non-performance or termination by a party under a significant existing contract; â€¢significant threatened claims or litigation or significant developments in existing litigation; â€¢significant developments involving the Companyâ€™s intellectual property rights; 2â€¢significant labor disputes;â€¢significant cybersecurity incidents, including vulnerabilities and breaches;â€¢top management changes; or â€¢significant changes in the Companyâ€™s product or service offerings.This list is not exhaustive; other types of information may also be material. Covered Persons must not engage in any transaction that is described above until after this type of information becomes public. When Information is Public. Information is considered â€œpublicâ€ and no longer â€œinsideâ€ only after it has been effectively disclosed in a manner sufficient to insure its availability to the investing public. This disclosure generally requires reporting through widely circulated news or wire services or in major financial newspapers, or public disclosure in a filing with the SEC. Selective disclosure to a few persons does not make information public. Furthermore, adequate dissemination requires allowing enough time after the announcement for the market to react to the information. It is the Companyâ€™s policy that material information is not deemed to have been adequately disseminated until one full trading day has elapsed following the release of such information to the public. In this regard, the Company will deem that one full trading day has elapsed if such information is released to the public before 10:30 a.m. Central Time on the preceding trading day. As an example, if the Company issues a press release containing financial results and also conducts a teleconference to discuss the financial results and to provide financial guidance prior to 10:30 a.m. Central Time on a Monday that is a trading day, the information would not be deemed to have been adequately disseminated until trading markets open on Tuesday. On the other hand, if material information is released after 10:30 a.m. Central Time on a Monday that is a trading day, the information would not be deemed to have been adequately disseminated until the trading markets opened on Wednesday. Tipping. Information that could have an impact on Company stock price, or sensitive information relating to other companies, including customers, suppliers or potential parties to contracts or transactions, must not be passed intentionally or inadvertently on to other companies or people (such as family members, friends, relatives or business associates). When â€œtippingâ€ occurs, both the â€œtipperâ€ and the â€œtippeeâ€ may be held liable under the insider trading laws, and this liability may extend to all those to whom the tippee gives the information. The legal penalties described below are applicable whether or not a tipper derives any benefit from a tippeeâ€™s actions.II. Restrictions on Purchases, Sales and Certain Other Activities General Policy. It is the Companyâ€™s policy

that if a Covered Person possesses material nonpublic information concerning the Company, then that Covered Person may not (1) buy, sell, gift, or otherwise trade in stock or other securities of the Company (including options relating to such securities) or (2) pass on such information to others. This policy also extends to trading in stock or other securities issued by other companies, such as 3customers, suppliers, competitors or joint venture partners (including options relating to such securities), if a Covered Person has acquired or possesses material nonpublic information relating to such companies in the course of his or her employment or affiliation with the Company. Family Members. All restrictions in this policy that apply to a Covered Person, including Trading Windows, Special Blackout Periods and pre-clearances, also apply to his or her Family Members, regardless of whether such Family Members are aware of or possess the material nonpublic information. It is the responsibility of each Covered Person to ensure that his or her Family Members comply with this policy. In this policy, the â€œFamily Membersâ€ of a Covered Person mean his or her spouse, minor children, other adults living in the same household, any family members who do not live in the same household but whose transactions in stock or other securities of the Company are directed by such Covered Person or are subject to influence or control by such Covered Person, and entities (such as trusts, limited partnerships, limited liability companies and corporations) over which such individuals have or share voting or investment control.Trading Window. In addition to the general policy prohibiting trading while in possession of material nonpublic information, it is the Companyâ€™s policy that (1) directors of the Company, (2) officers of the Company holding the office of â€œsenior vice presidentâ€ or higher (â€œSenior Officersâ€), (3) any employee designated to the General Counsel by any Senior Officer, and (4) all members of the Companyâ€™s Disclosure Committee (collectively, â€œSpecial Covered Personsâ€), may purchase and sell stock or other securities of the Company only during the following periods (â€œTrading Windowâ€):â€¢the 45-day periods beginning on the second business day following the release of the Companyâ€™s quarterly financial results for the first, second and third quarters; and â€¢the 30-day period beginning on the second business day following the public release of the Companyâ€™s fourth quarter and annual financial results.At the direction of the General Counsel, the Company will notify any individuals designated pursuant to clause (3) above that they are considered Special Covered Persons and whether they are also subject to the pre-clearance policy.Special Blackout Periods. From time to time a potentially material event or set of circumstances (such as merger and acquisition activities) may require the Company to implement a blackout period related to that specific event or set of circumstances (a â€œSpecial Blackout Periodâ€). If you could have access to material nonpublic information concerning that event or circumstances, the Company may designate you as being subject to the Special Blackout Period. If you are made subject to a Special Blackout Period, you (and your Family Members) may not engage in any transaction involving the purchase or sale of Company stock until advised that the Special Blackout Period has been terminated. Special Blackout Periods will only be announced to those Covered Persons who are aware of the event or circumstances giving rise to the Special Blackout 4Period. Covered Persons made aware of the existence of a Special Blackout Period may not disclose the existence of the Special Blackout Period to any other person (other than Family Members solely for the purpose of ensuring their compliance with the Special Blackout Period). Further, if a Covered Person has material nonpublic information relating to another company as a result of such personâ€™s knowledge of a Special Blackout Period, that Covered Person may not trade in the securities of the other company while in possession of such information. Required Trading Pre-Clearances. As a means of ensuring compliance with the General Policy set forth above, directors, Senior Officers, and any other individuals informed by the General Counsel that they are subject to this pre-clearance policy are required to pre-clear any and all transactions in any Company securities with the General Counselâ€™s office. Absent the receipt of such pre-clearance, transactions in Company securities by any such persons are strictly prohibited. Please note that the requirement to pre-clear trades applies notwithstanding the fact that a proposed transaction may fall during a Trading Window. A request for pre-clearance should be submitted to the General Counsel a reasonable time in advance of the proposed transaction and should be accompanied by a confirmation that the person seeking such clearance is not in possession of material nonpublic information. The General Counselâ€™s office is under no obligation to approve a transaction submitted for pre-clearance, and may determine not to permit the transaction. Clearance of a transaction is valid only until the end of the second trading day following the day on which clearance was granted and any cleared trade that is not executed within this time period (other than trading arrangements that by their approved terms are intended to execute outside such time period) must be resubmitted to the General Counsel for pre-clearance. Even if the trade is cleared, the person seeking clearance remains responsible for the decision to trade and no trade should be made if the person is then in possession of material nonpublic information. If any Covered Person has any question about whether they are subject to this pre-clearance requirement, he or she should contact the Companyâ€™s General Counsel. Exceptions to Trading Window and Required Trading Pre-Clearances The following transactions are not subject to the Trading Window or the requirement to pre-clear trades: â€¢transactions under a previously established contract or plan which (1) satisfies the requirements of the SECâ€™s Rule 10b5-1 and (2) in the case of directors and Senior Officers, is approved by the Company. If you have questions or wish to establish such a plan, please contact the Companyâ€™s General Counsel; â€¢â€œdirectâ€ (as opposed to â€œcashlessâ€ or â€œbroker assistedâ€) exercises of Company-issued options to purchase common stock, i.e., stock purchases pursuant to the exercise of stock options where no sale of the underlying stock is involved (so-called â€œexercise and holdâ€ transactions). However, any exercises of options that result in the sale of stock or other securities of the Company would be subject to the restrictions contained in this Policy; 5â€¢acquisitions under the Companyâ€™s Employee Stock Purchase Plan; and â€¢sales of common stock to the Company made to pay withholding taxes due at the vesting of restricted stock awarded by the Company.No Safe Harbor. The existence of a Trading Window should not be considered a safe harbor for trading, and all Covered Persons should use good judgment at all times. For example, occasions may arise when Covered Persons become aware during a Trading Window that earnings for the following quarter are likely to exceed, or fall below, market expectations to an extent that could be material. In such a case, the general policy would still prohibit trading even though the Trading Window is open. If any Covered Person ever has questions about whether they are permitted to trade in Company securities at any particular time, he or she should contact the Companyâ€™s General Counsel. Other Restrictions No Short Sales. Covered Persons are prohibited from making any short sales of Company common stock or any other Company securities. No Trading in Options. Covered Persons are prohibited from engaging in transactions in put options, call options or other derivative securities of Company stock. A transaction in these kinds of options is, in effect, a bet on the short-term movement of the Companyâ€™s stock, and thus could create the appearance that one is trading based on inside information. No Hedging Transactions. Covered Persons are prohibited from engaging in hedging transactions involving Company stock or other Company securities. Certain forms of hedging or monetization transactions (such as zero-cost collars and forward sale contracts) allow a person to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential upside appreciation in the stock. These transactions would allow a person to continue to own the covered securities, but without the full risks and rewards of ownership. Thus, a person who engaged in these transactions would no longer have the same objectives as the Companyâ€™s other shareholders. Limited Use of Standing or Limit Orders. Standing and limit orders (except orders intended to comply with the SECâ€™s Rule 10b5-1) create heightened risks for insider trading violations. There is no control over the timing of purchases or sales that result from standing instructions to a broker, and as a result the broker could execute a transaction when a Covered Person is in possession of material nonpublic information, which could draw scrutiny of the transaction. Due to the heightened risks to you, the Company cautions you against placing standing or limit orders on Company securities. A Covered Person may not place, modify or cancel a standing or limit order at any time that the Covered Person is in possession of material nonpublic information. In addition, a Special Covered Person may only place, modify or cancel a limit order during a Trading Window and the limit order may not extend beyond the Companyâ€™s general Trading 6Window (other than limit orders intended to comply with the requirements of the SECâ€™s Rule 10b5-1). If applicable to that Special Covered Person, the Special Covered Person must also first obtain pre-clearance with the General Counselâ€™s office before placing, modifying, or canceling a limit order.Pledges of Significant Amounts of Company Stock Are Prohibited; Pre-Approval Required. Covered Persons are prohibited from holding a significant amount of Company securities in a margin account or pledging a significant amount of Company stock as collateral for a loan, except in connection with a broker assisted exercise and sale of stock when any loan is outstanding only until the sale is cleared (i.e., a so-called â€œcashless option exercisesâ€). Brokers may generally sell stock in a margin account without the customerâ€™s consent if the customer fails to meet a margin call. Similarly, securities pledged as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because these sales could occur at a time when a Covered Person possesses material nonpublic information, Covered Persons may not engage in these types of transactions (except in connection with a cashless exercise of stock options when any loan is outstanding only until the sale is cleared) without the prior approval of the Board of Directors. Any request to pledge Company securities must be submitted to the Companyâ€™s General Counsel, who will present the request to the Board of Directors for consideration. In determining whether to permit a pledge of Company securities, the Board of Directors will consider whether the amount of Company securities requested to be pledged is significant, based on such facts and circumstances existing at the time and any other information deemed relevant by the Board of Directors. Post Employment or Other Relationship. This Policy will continue to apply to Covered Persons after the termination of their employment or other relationship with the Company. If your employment or other relationship terminates for any reason while you are in possession of material nonpublic information or you are subject to a Blackout Period or Special Blackout Period, you will continue to be subject to this Policy until the Blackout Period or Special Blackout Period ends or until that information has become public or is no longer material. No Excuses. Remember that transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are neither an exception to this Policy nor a safeguard against prosecution for violation of insider trading laws. The SEC takes the position that the mere fact that an employee knows of or possesses inside information is a prohibition to trading; it is no excuse that the employeeâ€™s asserted reasons for trading were not based on that information.III. Additional Rules for Directors, Officers and Certain Other Persons Short-Swing Profit Recapture and Beneficial Ownership Reporting. In addition to the rules set forth above, all directors, executive officers and stockholders holding more than 10 percent of the outstanding shares of any class of stock (collectively, â€œInsidersâ€) of public companies are subject to certain additional rules governing their transactions in their 7companyâ€™s stock. Section 16 of the Securities Exchange Act of 1934 prohibits Insiders of the Company from buying any shares of stock within six months before or after a sale, or selling any stock within six months before or after a purchase. Although Section 16 is designed to prevent the abuse of inside information, it is an absolute rule, and therefore it applies whether or not the Insider actually possesses any material undisclosed information. Additionally, Insiders of the Company are required to report their ownership and transactions in Company securities to the SEC on certain forms. In addition, the Company has obligations to report certain transactions of directors and executive officers in its SEC filings. Insiders should contact the Companyâ€™s General Counsel, who has been designated as the Companyâ€™s Section 16 compliance officer, before they engage in any transaction involving Company stock, so that the information necessary to prepare these forms may be obtained and it can be determined if there is any reason why the Insider should not be trading in Company stock. Rule 144. Rule 144 under the Securities Act of 1933 requires that sales of Company shares by directors and officers be in compliance with the volume, manner of sale, notice and other limitations of that rule. A Form 144 must be submitted to the SEC no later than the day you place a sell order. It is the responsibility of the directors and officers to ensure that this form is submitted.IV. Compliance and Penalties Surveillance. The SEC and the national securities exchanges in the U.S. (including the New York Stock Exchange) have extensive surveillance facilities that are used to monitor trading in stocks and stock options. Frequently, these institutions have cooperative arrangements with comparable institutions outside the U.S. If a transaction in Company securities becomes the subject of scrutiny, the transaction will be viewed after the fact. As a result, before engaging in any transaction, all Covered Persons should carefully consider how regulators and others might view the transaction in hindsight. Penalties. The consequences of insider trading violations can be severe under U.S. law. The SEC takes the position that these laws apply to all transactions in stock (including options) and other securities of companies listed for trading in the U.S., whether or not the actual trades take place in the U.S. For individuals who trade on inside information (or tip information to others), penalties include: 1. A civil penalty of disgorgement, or return, of profit gained or loss avoided, plus a fine of up to three times the profit gained or loss avoided; 2. A criminal fine (no matter how small the profit) of up to $5 million; and 3. A jail term of up to 20 years. In addition to civil and criminal penalties, persons contemporaneously trading at the time of a violation of the insider trading laws have the right to sue the insider for an amount 8equal to the profit gained or loss avoided by the insider in such transaction, offset by any amounts the insider is required to disgorge by the SEC. For a company (as well as any supervisory person of a company) that fails to take appropriate steps to prevent illegal trading, penalties include: 1. A civil penalty of up to the greater of $1 million or three times the profit gained or loss avoided as a result of the employeeâ€™s violation; and 2. A criminal penalty of up to $25 million. Compliance. All Covered Persons must strictly comply with this Policy. Moreover, no Covered Person should engage in any transaction in which he or she may even appear to be trading while in possession of material nonpublic information. Failure to observe this Policy may result in serious legal difficulties for the involved Covered Person, as well as for the Company, including the possibility of civil suits by stockholders. Company Sanctions. Failure to comply with this Policy may also subject Covered Persons to Company-imposed sanctions and disciplinary action, including termination of employment for cause, whether or not any failure to comply with this Policy resulted in a violation of law.V. Administration Questions. All questions and inquiries regarding this Policy and the prevention of insider trading should be directed to the Companyâ€™s General Counsel. If you are unsure about any aspect of this Policy or its applicability to you or any given transaction or situation, ask for guidance. However, the ultimate responsibility for adhering to this Policy and avoiding unlawful transactions rests with each individual.Date last reviewed and modified: February 6, 2024 EX-21.1 5 a12312024nsp-ex211xsubsidi.htm EX-21.1 DocumentExhibit 21.1SUBSIDIARIES OF INSPERITY, INC.â€¢Insperity Holdings, Inc., a Delaware corporation and wholly owned subsidiary of Insperity, Inc.â€¢Insperity Enterprises, Inc., a Texas corporation and wholly owned subsidiary of Insperity Holdings, Inc.â€¢Administaff Partnerships Holding, Inc., a Delaware corporation and wholly owned subsidiary of Insperity Holdings, Inc.â€¢Insperity Captive Insurance Companies Limited, a Texas corporation and wholly owned subsidiary of Administaff Partnerships Holding, Inc.â€¢Insperity Business Services, L.P., a Delaware limited partnership, with Insperity Holdings, Inc. being a 1% general partner and Administaff Partnerships Holding, Inc. being a 99% limited partner.â€¢Insperity Retirement Services, L.P., a Delaware limited partnership, with Insperity Holdings, Inc. being a 1% general partner and Administaff Partnerships Holding, Inc. being a 99% limited partner.â€¢Insperity Services, L.P., a Delaware limited partnership, with Insperity Holdings, Inc. being a 1% general partner and Administaff Partnerships Holding, Inc. being a 99% limited partner.â€¢Administaff Partnerships Holding II, Inc., a Delaware corporation and wholly owned subsidiary of Insperity Services, L.P.â€¢Insperity GP, Inc., a Delaware corporation and wholly owned subsidiary of Insperity Services, L.P.â€¢Insperity Support Services, L.P., a Delaware limited partnership, with Insperity GP, Inc. being a 1% general partner and Administaff Partnerships Holding II, Inc. being a 99% limited partner.â€¢Administaff Companies, Inc., a Delaware corporation and wholly owned subsidiary of Insperity Holdings, Inc.â€¢Administaff Partnerships Holding III, Inc., a Delaware corporation and wholly owned subsidiary of Administaff Companies, Inc.â€¢Insperity PEO Services, L.P., a Delaware limited partnership, with Administaff Companies, Inc. being a 1% general partner and Administaff Partnerships Holding III, Inc. being a 99% limited partner.â€¢Insperity Insurance Services, L.L.C., a Delaware limited liability company and wholly owned subsidiary of Insperity PEO Services, L.P.â€¢Insperity Employment Screening, L.L.C, a Delaware limited liability company and wholly owned subsidiary of Insperity Holdings, Inc.â€¢Insperity Expense Management, Inc. a California corporation and wholly owned subsidiary of Insperity Holdings, Inc.â€¢Insperity Payroll Services, L.L.C., a Delaware limited liability company and wholly owned subsidiary of Insperity Business Services, L.P.â€¢IPS Client Trust, a Delaware statutory trust and wholly owned subsidiary of Insperity Payroll Services, L.L.C. EX-23.1 6 a12312024nsp-ex231xconsent.htm EX-23.1 DocumentExhibit 23.1Consent of Independent Registered Public Accounting FirmÂ We consent to the incorporation by reference in the following Registration Statements:1.Registration Statements (Form S-8 Nos. 333-273717, 333-221310, 333-181569) pertaining to the Insperity, Inc. Incentive Plan,2.Registration Statements (Form S-8 Nos. 333-159007, 333-140602, 333-66344) pertaining to the Insperity, Inc. 2001Â Incentive Plan,3.Registration Statement (Form S-8 No. 333-151275) pertaining to the Insperity, Inc. 2008 Employee Stock Purchase Plan,4.Registration Statement (Form S-8 No. 333-118790) pertaining to the Insperity, Inc. Directors Compensation Plan, and5.Registration Statements (Form S-8 Nos. 333-85151, 333-66342) pertaining to the Insperity, Inc. Non-Qualified Stock Option Plan;of our reports dated FebruaryÂ 10, 2025, with respect to the consolidated financial statements of Insperity, Inc. and the effectiveness of internal control over financial reporting of Insperity, Inc. included in this Annual Report (Form 10-K) of Insperity, Inc. for the year ended DecemberÂ 31, 2024.Â /s/Ernst & Young LLPÂ Â Houston, TexasÂ February 10, 2025Â EX-24.1 7 a12312024nsp-ex241xpoas.htm EX-24.1 DocumentEXHIBIT 24.1POWER OF ATTORNEYKNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, in my capacity as a director of Insperity, Inc., a Delaware corporation (the "Company") appoints PAUL SARVADI, JAMES ALLISON and CHRISTIAN CALLENS and each of them, severally, as my true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, to execute, in my capacity as a director of the Company, and to file or cause to be filed, with the Securities and Exchange Commission, the Company's Annual Report on Form 10-K for the year ended DecemberÂ 31, 2024 and any and all amendments thereto as said attorneys or any of them shall deem necessary or incidental in connection therewith,

and all materials required by the Securities Exchange Act of 1934, as amended, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of the undersigned, each and every act and thing whatsoever that is necessary, appropriate or advisable in connection with any or all the above-described matters and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof./s/ Tim CliffordÂ January 31, 2025Tim CliffordÂ DatePOWER OF ATTORNEYKNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, in my capacity as a director of Insperity, Inc., a Delaware corporation (the "Company") appoints PAUL SARVADI, JAMES ALLISON and CHRISTIAN CALLENS and each of them, severally, as my true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, to execute, in my capacity as a director of the Company, and to file or cause to be filed, with the Securities and Exchange Commission, the Company's Annual Report on Form 10-K for the year ended DecemberÂ 31, 2024 and any and all amendments thereto as said attorneys or any of them shall deem necessary or incidental in connection therewith, and all materials required by the Securities Exchange Act of 1934, as amended, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of the undersigned, each and every act and thing whatsoever that is necessary, appropriate or advisable in connection with any or all the above-described matters and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof./s/ Eli JonesÂ January 31, 2025Eli JonesÂ DatePOWER OF ATTORNEYKNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, in my capacity as a director of Insperity, Inc., a Delaware corporation (the "Company") appoints PAUL SARVADI, JAMES ALLISON and CHRISTIAN CALLENS and each of them, severally, as my true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, to execute, in my capacity as a director of the Company, and to file or cause to be filed, with the Securities and Exchange Commission, the Company's Annual Report on Form 10-K for the year ended DecemberÂ 31, 2024 and any and all amendments thereto as said attorneys or any of them shall deem necessary or incidental in connection therewith, and all materials required by the Securities Exchange Act of 1934, as amended, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of the undersigned, each and every act and thing whatsoever that is necessary, appropriate or advisable in connection with any or all the above-described matters and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof./s/ Carol KaufmanÂ January 31, 2025Carol KaufmanÂ Date1POWER OF ATTORNEYKNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, in my capacity as a director of Insperity, Inc., a Delaware corporation (the "Company") appoints PAUL SARVADI, JAMES ALLISON and CHRISTIAN CALLENS and each of them, severally, as my true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, to execute, in my capacity as a director of the Company, and to file or cause to be filed, with the Securities and Exchange Commission, the Company's Annual Report on Form 10-K for the year ended DecemberÂ 31, 2024 and any and all amendments thereto as said attorneys or any of them shall deem necessary or incidental in connection therewith, and all materials required by the Securities Exchange Act of 1934, as amended, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of the undersigned, each and every act and thing whatsoever that is necessary, appropriate or advisable in connection with any or all the above-described matters and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof./s/ John LumelleauÂ January 31, 2025John LumelleauÂ DatePOWER OF ATTORNEYKNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, in my capacity as a director of Insperity, Inc., a Delaware corporation (the "Company") appoints PAUL SARVADI, JAMES ALLISON and CHRISTIAN CALLENS and each of them, severally, as my true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, to execute, in my capacity as a director of the Company, and to file or cause to be filed, with the Securities and Exchange Commission, the Company's Annual Report on Form 10-K for the year ended DecemberÂ 31, 2024 and any and all amendments thereto as said attorneys or any of them shall deem necessary or incidental in connection therewith, and all materials required by the Securities Exchange Act of 1934, as amended, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of the undersigned, each and every act and thing whatsoever that is necessary, appropriate or advisable in connection with any or all the above-described matters and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof./s/ Ellen H. MastersonÂ January 31, 2025Ellen H. MastersonÂ DatePOWER OF ATTORNEYKNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, in my capacity as a director of Insperity, Inc., a Delaware corporation (the "Company") appoints PAUL SARVADI, JAMES ALLISON and CHRISTIAN CALLENS and each of them, severally, as my true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, to execute, in my capacity as a director of the Company, and to file or cause to be filed, with the Securities and Exchange Commission, the Company's Annual Report on Form 10-K for the year ended DecemberÂ 31, 2024 and any and all amendments thereto as said attorneys or any of them shall deem necessary or incidental in connection therewith, and all materials required by the Securities Exchange Act of 1934, as amended, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of the undersigned, each and every act and thing whatsoever that is necessary, appropriate or advisable in connection with any or all the above-described matters and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof./s/ Randall A. MehlÂ February 4, 2025Randall A. MehlÂ DatePOWER OF ATTORNEYKNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, in my capacity as a director of Insperity, Inc., a Delaware corporation (the "Company") appoints PAUL SARVADI, JAMES ALLISON and CHRISTIAN CALLENS and each of them, severally, as my true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, to execute, in my capacity as a director of the Company, and to file or cause to be filed, with the Securities and Exchange Commission, the Company's Annual Report on Form 10-K for the year ended DecemberÂ 31, 2024 and any and all amendments thereto as said attorneys or any of them shall deem necessary or incidental in connection therewith, and all materials required by the Securities Exchange Act of 1934, as amended, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of the undersigned, each and every act and thing whatsoever that is necessary, appropriate or advisable in connection with any or all the above-described matters and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof./s/ John MorphyÂ February 3, 2025John MorphyÂ DatePOWER OF ATTORNEYKNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, in my capacity as a director of Insperity, Inc., a Delaware corporation (the "Company") appoints PAUL SARVADI, JAMES ALLISON and CHRISTIAN CALLENS and each of them, severally, as my true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, to execute, in my capacity as a director of the Company, and to file or cause to be filed, with the Securities and Exchange Commission, the Company's Annual Report on Form 10-K for the year ended DecemberÂ 31, 2024 and any and all amendments thereto as said attorneys or any of them shall deem necessary or incidental in connection therewith, and all materials required by the Securities Exchange Act of 1934, as amended, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of the undersigned, each and every act and thing whatsoever that is necessary, appropriate or advisable in connection with any or all the above-described matters and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof./s/ Latha RamchandÂ January 31, 2025Latha RamchandÂ DatePOWER OF ATTORNEYKNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, in my capacity as a director of Insperity, Inc., a Delaware corporation (the "Company") appoints PAUL J. SARVADI, JAMES D. ALLISON and CHRISTIAN CALLENS and each of them, severally, as my true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, to execute, in my capacity as a director of the Company, and to file or cause to be filed, with the Securities and Exchange Commission, the Company's Annual Report on Form 10-K for the year ended DecemberÂ 31, 2024 and any and all amendments thereto as said attorneys or any of them shall deem necessary or incidental in connection therewith, and all materials required by the Securities Exchange Act of 1934, as amended, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of the undersigned, each and every act and thing whatsoever that is necessary, appropriate or advisable in connection with any or all the above-described matters and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof./s/ Richard G. RawsonÂ February 4, 2025Richard G. RawsonÂ DatePOWER OF ATTORNEYKNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, in my capacity as a director of Insperity, Inc., a Delaware corporation (the "Company") appoints PAUL SARVADI, JAMES ALLISON and CHRISTIAN CALLENS and each of them, severally, as my true and lawful attorney or attorneys-in-fact and agent or agents, each of whom shall be authorized to act with or without the other, with full power of substitution and resubstitution, to execute, in my capacity as a director of the Company, and to file or cause to be filed, with the Securities and Exchange Commission, the Company's Annual Report on Form 10-K for the year ended DecemberÂ 31, 2024 and any and all amendments thereto as said attorneys or any of them shall deem necessary or incidental in connection therewith, and all materials required by the Securities Exchange Act of 1934, as amended, with full power and authority to each of said attorneys-in-fact and agents to do and perform in the name and on behalf of the undersigned, each and every act and thing whatsoever that is necessary, appropriate or advisable in connection with any or all the above-described matters and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof./s/ W. Philip WilmingtonÂ February 5, 2025W. Philip WilmingtonÂ Date EX-31.1 8 a12312024nsp-ex311.htm EX-31.1 DocumentExhibit 31.1Â CERTIFICATIONÂ I, Paul J. Sarvadi, certify that:Â 1.I have reviewed this annual report on Form 10-K of Insperity, Inc.;Â 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;Â 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;Â 4.The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:(a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):(a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and(b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date:Â Â Â Â Â FebruaryÂ 10, 2025 Â Â /s/ Paul J. SarvadiÂ Paul J. SarvadiÂ Chairman of the Board & Chief Executive Officer EX-31.2 9 a12312024nsp-ex312.htm EX-31.2 DocumentExhibit 31.2Â CERTIFICATIONÂ I, James D. Allison, certify that:Â 1.I have reviewed this annual report on Form 10-K of Insperity, Inc.;Â 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;Â 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;Â 4.The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:Â (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;Â (b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;(c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):Â (a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and(b)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date:Â Â Â Â Â Â FebruaryÂ 10, 2025 Â Â /s/ James D. AllisonÂ James D. AllisonÂ Executive Vice President of Finance, Chief Financial Officer & Treasurer EX-32.1 10 a12312024nsp-ex321.htm EX-32.1 DocumentExhibit 32.1CERTIFICATION PURSUANT TO18 U.S.C. SECTION 1350,AS ADOPTED PURSUANT TO SECTION 906OF THE SARBANES-OXLEY ACT OF 2002In connection with the Annual Report of Insperity, Inc. (the â€œCompanyâ€) on Form 10-K for the period ending DecemberÂ 31, 2024, (the â€œReportâ€), as filed with the Securities and Exchange Commission on the date hereof, I, Paul J. Sarvadi, Chairman of the Board & Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Â§1350, as adopted pursuant to Â§906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:1.Â Â Â Â Â Â Â Â Â Â Â Â The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and2.Â Â Â Â Â Â Â Â Â Â Â Â The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company./s/ Paul J. SarvadiÂ Paul J. SarvadiÂ Chairman of the Board & Chief Executive OfficerFebruary 10, 2025Â EX-32.2 11 a12312024nsp-ex322.htm EX-32.2 DocumentExhibit 32.2CERTIFICATION PURSUANT TO18 U.S.C. SECTION 1350,AS ADOPTED PURSUANT TO SECTION 906OF THE SARBANES-OXLEY ACT OF 2002In connection with the Annual Report of Insperity, Inc. (the â€œCompanyâ€) on Form 10-K for the period ending DecemberÂ 31, 2024, (the â€œReportâ€), as filed with the Securities and Exchange Commission on the date hereof, I, James D. Allison, Executive Vice President of Finance, Chief Financial Officer & Treasuer of the Company, certify, pursuant to 18 U.S.C. Â§1350, as adopted pursuant to Â§906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:1.Â Â Â Â Â Â Â Â Â Â Â Â The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and2.Â Â Â Â Â Â Â Â Â Â Â Â The information contained in the Report fairly presents, in all material respects, the financial condition

and results of operations of the Company./s/ James D. AllisonÂ James D. AllisonExecutive Vice President of Finance, Chief Financial Officer & TreasurerFebruary 10, 2025 EX-101.SCH 12 nsp-20241231.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Document and Entity Information link:presentationLink link:calculationLink link:definitionLink 0000002 - Document - Audit Information link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - CONSOLIDATED BALANCE SHEETS (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952155 - Disclosure - Accounting Policies (Notes) link:presentationLink link:calculationLink link:definitionLink 9952156 - Disclosure - Other Balance Sheet Information (Notes) link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - Receivables, Loans, Notes Receivable, and Others (Notes) link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - Fair Value Measurements Fair Value Measurements (Notes) link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - Deferred Costs, Capitalized, Prepaid, and Other Assets (Notes) link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - Long-term Debt (Notes) link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - Income Taxes (Notes) link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - Stockholders' Equity (Notes) link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - Compensation Related Costs, Share Based Payments (Notes) link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - Earnings Per Share (Notes) link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - Leases, Codification Topic 842 (Notes) link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - Commitments and Contingencies (Notes) link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - Commitments and Contingencies (Notes) link:presentationLink link:calculationLink link:definitionLink 9955511 - Disclosure - Accounting Policies 10K (Policies) link:presentationLink link:calculationLink link:definitionLink 9955512 - Disclosure - Fair Value Measurements Fair Vlue Measurements (Policies) link:presentationLink link:calculationLink link:definitionLink 9955513 - Disclosure - Accounting Policies (Tables) link:presentationLink link:calculationLink link:definitionLink 9955514 - Disclosure - Other Balance Sheet Information (Tables) link:presentationLink link:calculationLink link:definitionLink 9955515 - Disclosure - Receivables, Loans, Notes Receivable, and Others (Tables) link:presentationLink link:calculationLink link:definitionLink 9955516 - Disclosure - Fair Value Measurements Fair Value Measurements (Tables) link:presentationLink link:calculationLink link:definitionLink 9955517 - Disclosure - Deferred Costs, Capitalized, Prepaid, and Other Assets (Tables) link:presentationLink link:calculationLink link:definitionLink 9955518 - Disclosure - Income Taxes (Tables) link:presentationLink link:calculationLink link:definitionLink 9955519 - Disclosure - Stockholders' Equity Stockholders' Equity (Tables) link:presentationLink link:calculationLink link:definitionLink 9955520 - Disclosure - Compensation Related Costs, Share Based Payments (Tables) link:presentationLink link:calculationLink link:definitionLink 9955521 - Disclosure - Earnings per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 9955522 - Disclosure - Leases, Codification Topic 842 (Tables) link:presentationLink link:calculationLink link:definitionLink 9955523 - Disclosure - Commitment and Contingencies (Tables) link:presentationLink link:calculationLink link:definitionLink 9955524 - Disclosure - Accounting Policies (Details) link:presentationLink link:calculationLink link:definitionLink 9955525 - Disclosure - Accounting Policies PP&E (Details) link:presentationLink link:calculationLink link:definitionLink 9955526 - Disclosure - Accounting Policies Segment (Details) link:presentationLink link:calculationLink link:definitionLink 9955527 - Disclosure - Accounting Policies 401k(Details) link:presentationLink link:calculationLink link:definitionLink 9955528 - Disclosure - Accounting Policies Cloud Computing (Details) link:presentationLink link:calculationLink link:definitionLink 9955529 - Disclosure - Other Balance Sheet Information (Details) link:presentationLink link:calculationLink link:definitionLink 9955530 - Disclosure - Receivables, Loans, Notes Receivable, and Others (Details) link:presentationLink link:calculationLink link:definitionLink 9955531 - Disclosure - Fair Value Measurements Fair Value Measurements (Details) link:presentationLink link:calculationLink link:definitionLink 9955532 - Disclosure - Deferred Costs, Capitalized, Prepaid, and Other Assets (Details) link:presentationLink link:calculationLink link:definitionLink 9955533 - Disclosure - Long-term Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9955534 - Disclosure - Income Taxes (Details) link:presentationLink link:calculationLink link:definitionLink 9955535 - Disclosure - Stockholders' Equity (Details) link:presentationLink link:calculationLink link:definitionLink 9955536 - Disclosure - Compensation Related Costs, Share Based Payments (Details) link:presentationLink link:calculationLink link:definitionLink 9955537 - Disclosure - Earnings per Share (Details) link:presentationLink link:calculationLink link:definitionLink 9955538 - Disclosure - Leases, Codification Topic 842 (Details) link:presentationLink link:calculationLink link:definitionLink 9955539 - Disclosure - Commitment and Contingencies (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 13 nsp-20241231_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 14 nsp-20241231_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 15 nsp-20241231_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Accounts receivable, net Accounts and Other Receivables, Net, Current Lessee, Operating Lease, Liability, to be Paid, Fiscal Year Maturity [Abstract] Lessee, Operating Lease, Liability, to be Paid, Fiscal Year Maturity [Abstract] Adjustments to reconcile net income to net cash provided by operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Range [Domain] Statistical Measurement [Domain] Debt Securities, Available-for-sale, Accumulated Gross Unrealized Loss, before Tax Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Loss, before Tax Pension and Other Postretirement Plans, Nonpension Benefits, Policy [Policy Text Block] Pension and Other Postretirement Plans, Nonpension Benefits, Policy [Policy Text Block] Prepaid insurance and related assets Increase (Decrease) in Prepaid Expense Accrued worksite employee payroll cost Accrued worksite employee payroll costs 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, including accrued salaries and bonuses. Effective Income Tax Rate Reconciliation at Federal Statutory Income Tax Rate, Amount Effective Income Tax Rate Reconciliation at Federal Statutory Income Tax Rate, Amount Cover [Abstract] Cover [Abstract] Lessee, Operating Lease, Liability, to be Paid, after Year Five Lessee, Operating Lease, Liability, to be Paid, after Year Five Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Funds Held for Clients Funds Held for Clients Trading Symbol Trading Symbol All Trading Arrangements All Trading Arrangements [Member] Cash and Cash Equivalent [Table] Cash and Cash Equivalent [Table] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Non-NEOs Non-NEOs [Member] Summary of the net income allocated to common shares and the basic and diluted shares used in the net income per share computations Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Share-Based Payment Arrangement, Expense, Tax Benefit Share-Based Payment Arrangement, Expense, Tax Benefit Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Dividends declared per share of common stock (in dollars per share) Common Stock, Dividends, Per Share, Declared Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Goodwill and Intangible Assets, Goodwill, Policy Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block] Income Taxes Paid, Net Income Taxes Paid, Net Accounts Receivable, Allowance for Credit Loss, Current Accounts Receivable, Allowance for Credit Loss, Current Share-Based Payment Arrangement, Cost by Plan [Table Text Block] Share-Based Payment Arrangement, Cost by Plan [Table Text Block] Pay vs Performance Disclosure [Line Items] Line of Credit Facility [Table] Line of Credit Facility [Table] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Payroll Withholdings Included in Cash Balance Payroll Withholdings Included in Cash Balance Withholdings associated with liabilities related to taxes and payroll deductions which is included in the cash balance. Deposits â€" health insurance Deposits health insurance Carrying value of amounts transferred to third party health care providers for security purposes that are expected to be returned or applied towards payment after one year or beyond the operating cycle, if longer. Accounts receivable Increase (Decrease) in Accounts Receivable Goodwill and other intangible assets, net Intangible Assets, Net (Including Goodwill) Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Accrued worksite employee payroll costs Increase (Decrease) in WSEE payroll expense the increase (decrease) during the period in accrued worksite employee ("WSEE") payroll expense Fair Value Disclosures [Text Block] Fair Value Disclosures [Text Block] Land [Member] Land [Member] Award Timing Disclosures [Line Items] Other Performance Measure, Amount Other Performance Measure, Amount Lessee, Operating Leases [Text Block] Lessee, Operating Leases [Text Block] Common Stock, Shares, Outstanding Common Stock, Shares, Outstanding Health Insurance Costs [Abstract] Health Insurance Costs [Abstract] Income taxes payable/receivable Increase (Decrease) in Income Taxes Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Operating lease liabilities, net of current Operating Lease, Liability, Noncurrent Revenue from Contract with Customer [Abstract] Revenue from Contract with Customer [Abstract] Total adjustments Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities Other assets Other Assets, Noncurrent Entity Tax Identification Number Entity Tax Identification Number Leases [Abstract] nsp:Depositsandprepaidhealthinsurance nsp:Depositsandprepaidhealthinsurance Carrying amount as of the balance sheet date for portion of health insurance contract to be utilized over longer than one year, carrying value of amounts transferred to third party health care providers for security purposes that are expected to be returned or applied towards payment after one year or beyond the operating cycle, if longer and carrying value of amounts transferred to third party workers' compensation insurance providers for security purposes that are expected to be returned or applied towards payment after one year or beyond the operating cycle, if longer. Shares repurchased under the program (in shares) Treasury Stock, Shares, Acquired Deferred Income Tax Expense (Benefit), Continuing Operations [Abstract] Deferred Federal, State and Local, Tax Expense (Benefit) [Abstract] Loans, Notes, Trade and Other Receivables Disclosure [Text Block] Loans, Notes, Trade and Other Receivables Disclosure [Text Block] Money Market Funds [Member] Money Market Funds [Member] Net cash provided by operating activities Net Cash Provided by (Used in) Operating Activities Treasury Stock, Common Treasury Stock, Common [Member] Excise tax liability accrued for common stock repurchases Excisetaxliabilityaccruedforcommonstockrepurchases Future cash outflow to pay for excise tax liability accrued for common stock repurchases that have occurred. Net Cash Provided by (Used in) Operating Activities [Abstract] Net Cash Provided by (Used in) Operating Activities [Abstract] US Treasury Securities [Member] US Treasury Securities [Member] Stockholders' Equity, Other Stockholders' Equity, Other DeferredTaxAssetsOperatingLeaseLiabilities DeferredTaxAssetsOperatingLeaseLiabilities Amount of deferred tax assets attributable to taxable temporary difference from operating lease liabilities. Statement, Equity Components [Axis] Equity Components [Axis] Unrecorded Unconditional Purchase Obligation, to be Paid, Year Two Unrecorded Unconditional Purchase Obligation, to be Paid, Year Two Funds held for clients and other current assets Other Assets, Current Award Timing Method Award Timing Method [Text Block] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Debt Securities, Available-for-sale Debt Securities, Available-for-Sale Deposits workers compensation Deposits workers compensation Carrying value of amounts transferred to third party workers' compensation insurance providers for security purposes that are expected to be returned or applied towards payment after one year or beyond the operating cycle, if longer. Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Time period estimate of incurred claim costs to be paid included in short-term liabilities Time period estimate of incurred claim costs to be paid included in short term liabilities Time period estimate of incurred claim costs to be paid included in short-term liabilities. Insider Trading Policies and Procedures [Line Items] Company's maximum economic burden for the first layer of claims per occurrence Workers' Compensation, Maximum economic burden first layer of claims per occurrence The Company's maximum economic burden for the first layer of claims per occurrence. Use of Estimates, Policy [Policy Text Block] Use of Estimates, Policy [Policy Text Block] Business Acquisition, Acquiree [Domain] Business Acquisition, Acquiree [Domain] Deferred Tax Liabilities, Deferred Expense Deferred Tax Liabilities, Deferred Expense Share-Based Compensation Arrangement by Share-Based Payment Award, Discount from Market Price, Offering Date Share-Based Compensation Arrangement by Share-Based Payment Award, Discount from Market Price, Offering Date Percentage Of Subsidiary Stock Securing Debt Percentage Of Subsidiary Stock Securing Debt Percentage of subsidiary stock securing debt per debt agreements. Unrecorded Unconditional Purchase Obligation, to be Paid, Year Three Unrecorded Unconditional Purchase Obligation, to be Paid, Year Three Adjustment to Compensation, Amount Adjustment to Compensation Amount ERCFundsReceivedIncludedInCashBalance ERCFundsReceivedIncludedInCashBalance Funds received on behalf of clients from the IRS for employee retention tax credits claimed under the CARES Act, included in our cash balance that were or will be distributed to clients. Additional paid-in capital Additional Paid in Capital, Common Stock Compensation Amount Outstanding Recovery Compensation Amount WorkersCompDepositsHeldInTrust WorkersCompDepositsHeldInTrust Amount of workers' compensation - deposit funds held in trust accounts. Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Company Selected Measure Amount Company Selected Measure Amount Geographical [Axis] Geographical [Axis] Proceeds from maturities Proceeds from Maturities, Prepayments and Calls of Debt Securities, Available-for-Sale Tabular List, Table Tabular List [Table Text Block] Deferred Tax Assets, Net Deferred Tax Assets, Net Lessee, Operating Lease, Liability, to be Paid, Year Five Lessee, Operating Lease, Liability, to be Paid, Year Five Southeast [Member] Southeast [Member] Southeast [Member] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Accounts receivable, net Receivables, Net, Current Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Effective Income Tax Rate Reconciliation, Nondeductible Expense, Share-Based Payment Arrangement, Amount Effective Income Tax Rate Reconciliation, Nondeductible Expense, Share-Based Payment Arrangement, Amount Defined Contribution Plan [Abstract] Defined Contribution Plan [Abstract] Lessee, Lease, Description [Line Items] Lessee, Lease, Description [Line Items] Stock Issued During Period, Shares, Employee Stock Purchase Plans Stock Issued During Period, Shares, Employee Stock Purchase Plans Client funds liability and other accrued liabilities Accrued Liabilities, Current Operating Lease, Expense Operating Lease, Expense Deferred Tax Liabilities, Goodwill and Intangible Assets Deferred Tax Liabilities, Goodwill and Intangible Assets Credit Facility [Domain] Credit Facility [Domain] Cash, cash equivalents, restricted cash and funds held for clients beginning of period Cash, cash equivalents, restricted cash and funds held for clients end of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Total Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Company's maximum aggregate economic burden for claims in excess of 1 million per policy year Workers' Compensation, Maximum aggregate economic burden for claims in excess of first layer cap per policy year The maximum amount the Company will bear of the economic burden per policy year for those claims exceeding the first layer maximum per claim occurrence. Fair Value of Financial Instruments, Policy [Policy Text Block] Fair Value of Financial Instruments, Policy [Policy Text Block] Treasury Stock, Common, Shares Treasury Stock, Common, Shares Deposit And Prepaid Health Insurance Deposit And Prepaid Health Insurance Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Entity Information [Line Items] Entity Information [Line Items] Employee Stock Option Share-Based Payment Arrangement, Option [Member] NumberofShareExpectedtoVestBasedOnCurrentEstimatesofPerformanceAchievment NumberofShareExpectedtoVestBasedOnCurrentEstimatesofPerformanceAchievment The number of shares we expect to vest based on our current estimates of performance achievement under the Long-Term Incentive Program Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] Marketable securities Marketable Securities, Current Lessee, Operating Lease, Liability, to be Paid, Year One Lessee, Operating Lease, Liability, to be Paid, Year One Client funds liability and other Proceeds from (Payments for) Other Financing Activities Schedule Of Accounts Unbilled and Other Receivable [Table Text Block] Schedule Of Accounts Unbilled and Other Receivable [Table Text Block] Tabular disclosure of the various types of accounts receivable, including trade, unbilled and other, and for each the gross carrying value, allowance, and net carrying value as of the balance sheet date. Presentation is categorized by current, noncurrent and unclassified receivables. Security Exchange Name Security Exchange Name Debt Instrument, Basis Spread on Variable Rate Debt Instrument, Basis Spread on Variable Rate Award Type Award Type [Axis] Deferred Tax Liabilities, Net Deferred Tax Liabilities, Net Payroll taxes and other payroll deductions payable Accrued Payroll Taxes, Current Property and equipment, net of accumulated depreciation Property and equipment, net of accumulated depreciation Property, Plant and Equipment, Net ICFR Auditor Attestation Flag ICFR Auditor Attestation Flag Current State and Local Tax Expense (Benefit) Current State and Local Tax Expense (Benefit) Worksite Employee Plan [Member]

Worksite Employee Plan [Member] 401(k) retirement plan for WSEEs (the â€œWorksite Employee Planâ€) Summary of investments in cash, cash equivalents and marketable securities Schedule of Cash and Cash Equivalents [Table Text Block] Lessor, Operating Lease, Lease Not yet Commenced, Assumption and Judgment, Value of Underlying Asset, Amount Lessor, Operating Lease, Lease Not yet Commenced, Assumption and Judgment, Value of Underlying Asset, Amount Common Stock, Par or Stated Value Per Share Common Stock, Par or Stated Value Per Share Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Debt Securities, Available-for-sale Debt Securities, Available-for-Sale [Table Text Block] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Worksite employee payroll cost Worksite employee payroll cost Payroll costs incurred (including share-based compensation) by the company's worksite employees that are directly related to services rendered by the worksite employees during the reporting period. Expiration Date Trading Arrangement Expiration Date Cash flows from investing activities Net Cash Provided by (Used in) Investing Activities [Abstract] Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Intrinsic Value, Amount Per Share [Abstract] Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding [Roll Forward] Operating Lease, Liability, Current Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Client Prepayments Included in Cash Balance Client Prepayments Included in Cash Balance Client prepayments included in the cash balance. Common Stock, Shares, Issued Common Stock, Shares, Issued Income Tax Expense (Benefit), Effective Income Tax Rate Reconciliation, Amount [Abstract] Income Tax Expense (Benefit), Effective Income Tax Rate Reconciliation, Amount [Abstract] Retirement Plan Name [Domain] Retirement Plan Name [Domain] Proceeds from Sale of Property, Plant, and Equipment [Abstract] Proceeds from Sale of Property, Plant, and Equipment [Abstract] Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Maximum borrowing capacity Line of Credit Facility, Maximum Borrowing Capacity Unrecorded Unconditional Purchase Obligations Disclosure [Table Text Block] Unrecorded Unconditional Purchase Obligations Disclosure [Table Text Block] Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Cash Cash Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Property, Plant and Equipment, Gross Property, Plant and Equipment, Gross Prepaid insurance and related assets Prepaid Insurance Retirement Plan Name [Axis] Retirement Plan Name [Axis] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Drafts Payable Broker-Dealer, Draft Payable Common Stock, Shares Authorized Common Stock, Shares Authorized Weighted Average Number of Shares Outstanding, Diluted Weighted Average Number of Shares Outstanding, Diluted MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Total stockholdersâ€™ equity Balance Balance Equity, Attributable to Parent Deferred Tax Assets, Gross, Total Deferred Tax Assets, Gross Treasury stock, at cost Treasury Stock, Value Entity Voluntary Filers Entity Voluntary Filers LTIPAward2022 [Member] LTIPAward2022 [Member] LTIPAward2022 Workers' Compensation Liability Workers' Compensation Liability Workers' Compensation Liability Unrecorded Unconditional Purchase Obligation, to be Paid, Year Four Unrecorded Unconditional Purchase Obligation, to be Paid, Year Four Cash and Cash Equivalents [Line Items] Cash and Cash Equivalents [Line Items] Deferred income taxes Deferred Federal, State and Local, Tax Expense (Benefit), Total Deferred Income Tax Expense (Benefit) Undiscounted accrued workers' compensation costs Undiscounted Accrued Workers Compensation Costs The liability as of the balance sheet date representing required funding mandated by statute or regulatory authority that is related directly or indirectly to underwriting activities, including pools for self-insurance and excluding premium taxes and income taxes. The funds derived from the assessments generally enable a government guarantor to pay insurance claims in the event that the underwriting insurer is insolvent or otherwise unable to meet its payment obligations. Applicable Margin Federal Funds Rate Applicable Margin Federal Funds Rate Applicable margin to the federal funds rate for alternate base rate borrowings. Letters of Credit Outstanding, Amount Letters of Credit Outstanding, Amount West [Member] West [Member] West [Member] Accounts Receivable, after Allowance for Credit Loss, Current Accounts Receivable, after Allowance for Credit Loss, Current Hosting Arrangement, Service Contract, Implementation Cost, Expense, Amortization Hosting Arrangement, Service Contract, Implementation Cost, Expense, Amortization Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Exchange [Domain] Exchange [Domain] Document Fiscal Period Focus Document Fiscal Period Focus All Executive Categories All Executive Categories [Member] Incremental Common Shares Attributable to Dilutive Effect of Share-based Payment Arrangements Incremental Common Shares Attributable to Dilutive Effect of Share-Based Payment Arrangements Defined Contribution Plan, Employer Matching Contribution, Percent of Match Defined Contribution Plan, Employer Matching Contribution, Percent of Match Benefits costs incurred (reduced) related to run-off BenefitsCostsIncurred(Reduced)RelatedtoRun-off Benefits costs incurred (reduced) for changes in estimated run-off of claims. Aggregate number of shares repurchased during the period (in shares) Aggregate number of shares repurchased during the period Aggregate number of shares repurchased during the period. Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Assets Assets [Abstract] Document Type Document Type Defined Contribution Plan, Maximum Annual Contributions Per Employee, Percent Defined Contribution Plan, Maximum Annual Contributions Per Employee, Percent Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Prepaid health insurance, current Prepaid health insurance current Carrying amount as of the balance sheet date for portion of health insurance contract to be utilized in one year of less. Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Workers compensation administrative fees accrued Workers' compensation administrative fees accrued Carrying value as of the balance sheet date of workers' compensation administrative fees. Document Annual Report Document Annual Report US Government Securities, at Carrying Value Other Cash Equivalents, at Carrying Value Cloud Computing Arrangements [Policy Text Block] Cloud Computing Arrangements [Policy Text Block] We incur costs to implement cloud computing arrangements that are hosted by third party vendors. SaaS implementation costs associated with cloud computing arrangements are capitalized when incurred during the application development phase. The capitalized costs are recorded in our short-term and long-term other assets on our Consolidated Balance Sheets. Amortization is calculated on a straight-line basis over the contractual term of the cloud computing arrangement. Purchases Payments to Acquire Marketable Securities Assets, Fair Value Adjustment Assets, Fair Value Adjustment Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Debt Securities, Available-for-sale, Amortized Cost Debt Securities, Available-for-Sale, Amortized Cost Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] US Government Securities, at Carrying Value US Government Securities, at Carrying Value Maximum [Member] Maximum [Member] Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Furniture and Fixtures [Member] Furniture and Fixtures [Member] Accounts payable Accounts Payable, Current Accounting Policies [Abstract] Accounting Policies [Abstract] Fair Value Measurement, Policy Fair Value Measurement, Policy [Policy Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Lessee, Operating Lease, Liability, Undiscounted Excess Amount Lessee, Operating Lease, Liability, Undiscounted Excess Amount Payroll taxes, benefits and workersâ€™ compensation costs Payroll taxes, benefits and workers' compensation costs Includes payroll taxes, benefits, workers compensation costs, and other costs incurred by or directly on behalf of customers and the associated worksite employees of the customers. Short-term Investments Short-Term Investments Range [Axis] Statistical Measurement [Axis] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Income before income tax expense Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Issued in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Issued in Period Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount All Award Types Award Type [Domain] Deferred Tax Liabilities, Property, Plant and Equipment Deferred Tax Liabilities, Property, Plant and Equipment Name Outstanding Recovery, Individual Name Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits, Share-Based Compensation Cost Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits, Share-Based Compensation Cost Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Deferred income taxes, net Deferred Income Tax Assets, Net Non-PEO NEO Non-PEO NEO [Member] Long-Term Debt, Maturity Date Long-Term Debt, Maturity Date Northeast [Member] Northeast [Member] Northeast [Member] Net increase in cash, cash equivalents, restricted cash, funds held for clients, and deposits â€“ workersâ€™ compensation Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Excluding Exchange Rate Effect Additional Paid-In Capital [Member] Additional Paid-in Capital [Member] Schedule of Accounts, Notes, Loans and Financing Receivable Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block] Award Timing Predetermined Award Timing Predetermined [Flag] Capitalized Computer Software, Amortization Capitalized Computer Software, Amortization Other Balance Sheet Disclosures [Text Block] OtherBalanceSheetDisclosures [Text Block] The entire disclosure for other balance sheet components. Dividends paid Payments of Ordinary Dividends, Common Stock Payments of Ordinary Dividends, Common Stock Entity Listings, Exchange [Axis] Entity Listings, Exchange [Axis] New Accounting Pronouncements, Policy [Policy Text Block] New Accounting Pronouncements, Policy [Policy Text Block] Diluted net income per share of common stock (in dollars per share) Earnings Per Share, Diluted Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Current Income Tax Expense (Benefit), Total Current Income Tax Expense (Benefit) Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Proceeds from dispositions Proceeds from Sale of Debt Securities, Available-for-Sale Cash, Cash Equivalents, and Short-term Investments Cash, Cash Equivalents, and Short-Term Investments Components of Deferred Tax Assets [Abstract] Components of Deferred Tax Assets [Abstract] Preferred Stock, Shares Issued Preferred Stock, Shares Issued Authorized to repurchased additional shares under repurchase program (in shares) Share Repurchase Program, Remaining Authorized, Number of Shares Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Stock-based compensation Share-Based Payment Arrangement, Noncash Expense Effective Income Tax Rate Reconciliation, Tax Credit, Research, Amount Effective Income Tax Rate Reconciliation, Tax Credit, Research, Amount Deferred Tax Assets, Net of Valuation Allowance, Total Deferred Tax Assets, Net of Valuation Allowance Deferred Tax Liabilities, Other Deferred Tax Liabilities, Other Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Fair Value Income tax expense Income Tax Expense (Benefit), Total Income Tax Expense (Benefit) Other income (expense): Nonoperating Income (Expense) [Abstract] Shareholders' Equity and Share-Based Payments [Text Block] Shareholders' Equity and Share-Based Payments [Text Block] Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition LTIPAward2023 [Member] LTIPAward2023 [Member] LTIPAward2023 Revenues Revenues Revenue from Contract with Customer, Excluding Assessed Tax Time period incurred claims expected to be paid included in deposits Time period incurred claims expected to be paid included in deposits Time period incurred claims expected to be paid included in deposits. Salaries, wages and payroll taxes Salaries, wages and payroll taxes The aggregate amount of expenditures for salaries, wages, and payroll taxes of corporate and sales staff. Auditor Firm ID Auditor Firm ID Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Operating income Operating Income (Loss) Quarterly dividends declared [Table Text Block] Quarterly dividends declared [Table Text Block] Quarterly dividends declared [Table Text Block] - tabular disclosure of all or some of the information related to dividends declared and paid as of the financial reporting date. Interest expense Interest Expense, Operating and Nonoperating Number of Reportable Segments Number of Reportable Segments Required deposit equal to approximately one day of claims funding activity Required deposit for health care costs Represents the amount required to be held on deposit with United, which is determined as approximately one day of claims funding activity. Total liabilities and stockholdersâ€™ equity Liabilities and Equity Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] All Adjustments to Compensation All Adjustments to Compensation [Member] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Workers' Compensation Costs Workers' Compensation Costs [Policy Text Block] Disclosure of accounting policy for accruing workers' compensation insurance expense. Fair Value, Assets Measured on Recurring and Nonrecurring Basis [Table Text Block] Fair Value, Assets Measured on Recurring and Nonrecurring Basis [Table Text Block] Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Deferred Rent Credit, Noncurrent Deferred Rent Credit, Noncurrent Share-Based Payment Arrangement, Restricted Stock and Restricted Stock Unit, Activity [Table Text Block] Share-Based Payment Arrangement, Restricted Stock and Restricted Stock Unit, Activity [Table Text Block] ROU assets obtained in exchange for lease obligations Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Defined Contribution Plan [Abstract] Defined Contribution Plan Disclosure [Line Items] Underlying Security Market Price Change Underlying Security Market Price Change, Percent Individual: Individual [Axis] Building and Building Improvements [Member] Building and Building Improvements [Member] Deposits and Prepaid Health Insurance [Text Block] Deposits and Prepaid Health Insurance [Text Block] Amounts transferred to third party health care and workers compensation insurance providers for security purposes that are expected to be returned or applied towards payment after one year or beyond the operating cycle, if longer. Entity Address, State or Province Entity Address, State or Province Prepaid health insurance current Prepaid health insurance Carrying amount as of the balance sheet date for portion of health insurance contract to be utilized over longer than one year. Property, Plant and Equipment [Line Items] Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] Accounts Receivable, after Allowance for Credit Loss, Current [Abstract] Accounts Receivable, after Allowance for Credit Loss, Current [Abstract] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Property, Plant and Equipment [Table Text Block] 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] Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value, Beginning Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value, Ending Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value LIABILITIES AND STOCKHOLDERS' EQUITY Liabilities and Equity [Abstract] Software Development [Member] Software Development [Member] Unbilled Unbilled Unbilled Unbilled amounts due for services rendered, net of customer prepayments of unbilled amounts. Minimum [Member] Minimum [Member] Workers' Compensation Expense Workers' Compensation Expense Expense accrued pertaining to workers compensation costs. Restatement Determination Date Restatement Determination Date Stockholders' Equity, Number of Shares, Par Value and Other Disclosure [Abstract] Stockholders' Equity, Number of Shares, Par Value and Other Disclosure [Abstract] Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Other Receivables Other Receivables Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Right-of-use (â€œROUâ€) leased assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] 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] Disclosure of Share-Based Compensation Arrangements by Share-Based Payment Award [Table Text Block] Disclosure of Share-Based Compensation Arrangements by Share-Based Payment Award [Table Text Block] Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Property, Plant and Equipment [Abstract] Property, Plant and Equipment [Abstract] Revenues Comprise of Gross Billings and WSEE Payroll Cost [Table] Revenues Comprised of Gross Billings and WSEE Payroll Cost [Table Text Block] Revenues are comprised of gross billings less WSEE payroll costs as follows Exercise Price Award Exercise Price Schedule of Deferred Tax Assets and Liabilities [Table Text Block] Schedule of Deferred Tax Assets and Liabilities [Table Text Block] Net Income per Share Earnings Per Share [Text Block] Activity and balances related to incurred but not paid workers' compensation claims Schedule of Accrued Workers Compensation Claims [Table Text Block] Disclosure of the incurred but not yet paid workers' compensation claims activities and balances. Arrangement Duration Trading Arrangement Duration Restricted cash Restricted Cash and Cash Equivalents, Current Stockholdersâ€™ equity: Stockholders' Equity Attributable to Parent [Abstract] Equity, Attributable to Parent [Abstract] Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Income Tax, Policy [Policy Text Block] Income Tax, Policy [Policy Text Block] Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Accounts payable Increase (Decrease) in Accounts Payable, Trade All Individuals All Individuals [Member] Time period estimate of incurred claim costs to be paid included in long term liabilities Time period estimate of

incurred claim costs to be paid included in long term liabilities Time period estimate of incurred claim costs to be paid included in long-term liabilities. Schedule of lease in balance sheet [Table Text Block] Schedule of lease in balance sheet [Table Text Block] Schedule of lease in balance sheet PEO PEO [Member] Income Tax Disclosure [Abstract] Entities [Table] Entities [Table] Name Trading Arrangement, Individual Name Accrued health insurance costs Accrued health insurance costs Carrying value as of the balance sheet date of obligations and payables pertaining to premiums or costs incurred of a health insurance nature. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Landlord funded tenant improvements Landlord funded tenant improvements Landlord funded tenant improvements Long-Lived Tangible Asset [Axis] Long-Lived Tangible Asset [Axis] Entity Public Float Entity Public Float Debt Securities, Available-for-sale, Accumulated Gross Unrealized Gain, before Tax Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Gain, before Tax Other assets and ROU assets Increase (Decrease) in Other Noncurrent Assets Accrued corporate payroll, commissions and other accrued liabilities Increase (Decrease) in Accrued Salaries Adjusted Term SOFR Rate Plus Applicable Margin Adjusted Term SOFR Rate Plus Applicable Margin Adjusted Term SOFR Rate Plus Applicable Margin Line of Credit Facility, Unused Capacity, Commitment Fee Percentage Line of Credit Facility, Unused Capacity, Commitment Fee Percentage Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Incurred but not paid workers compensation liabilities [Abstract] Liability for Unpaid Claims and Claims Adjustment Expense, Incurred Claims [Abstract] Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Cash and Cash Equivalents, Fair Value Disclosure Cash and Cash Equivalents, Fair Value Disclosure Total noncurrent liabilities Liabilities, Noncurrent Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits, Employee Bonuses Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Other Balance Sheet Information[Abstract] OtherBalanceSheetDisclosuresAbstract [Abstract] Local Phone Number Local Phone Number Deferred Tax Assets, Valuation Allowance Deferred Tax Assets, Valuation Allowance Deposits and Prepaid Health Insurance [Table Text Block] Deposits and Prepaid Health Insurance [Table Text Block] Deposits and Prepaid Health Insurance Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Total operating expenses Operating Expenses Workers' Compensation Costs [Abstract] Workers' Compensation Costs [Abstract] Southwest [Member] Southwest [Member] Southwest [Member] Noncurrent liabilities: Liabilities, Noncurrent [Abstract] PEO Total Compensation Amount PEO Total Compensation Amount Deferred Federal Income Tax Expense (Benefit) Deferred Federal Income Tax Expense (Benefit) Computer hardware and software [Member] Computer hardware and software [Member] Computer hardware and software Long-Lived Tangible Asset [Domain] Long-Lived Tangible Asset [Domain] Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Debt Disclosure [Abstract] Debt Disclosure [Abstract] U.S. Treasury rates that correspond with the weighted average estimated claim payout period (in hundredths) U.S. Treasury rates that correspond with the weighted average estimated claim payout period U.S. Treasury rates that correspond with the weighted average estimated claim payout period utilized to discount workers' compensation cost estimates. Common Stock [Member] Common Stock [Member] Common Stock [Member] Measure: Measure [Axis] Depreciation, Depletion, and Amortization [Policy Text Block] Depreciation, Depletion, and Amortization [Policy Text Block] Preferred Stock, Shares Authorized Preferred Stock, Shares Authorized Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Entity Emerging Growth Company Entity Emerging Growth Company Segment Reporting [Abstract] Segment Reporting [Abstract] Shares withheld for tax withholding obligations for the vesting of restricted stock awards (in shares) Share-Based Payment Arrangement, Shares Withheld for Tax Withholding Obligation Entity Central Index Key Entity Central Index Key Lessee, Lease, Description [Table] Lessee, Lease, Description [Table] Unrecognized Tax Benefits, Period Increase (Decrease) Unrecognized Tax Benefits, Income Tax Penalties and Interest Accrued Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Description of Business [Text Block] Description of Business [Text Block] Description of Business Stockholders Equity 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] Segment Reporting Disclosure Segment Reporting Disclosure [Text Block] Lessee, Operating Lease, Lease Not yet Commenced, Term of Contract Lessee, Operating Lease, Lease Not yet Commenced, Term of Contract Fair Value, Inputs, Level 1, Level 2, and Level 3 Fair Value, Inputs, Level 1, Level 2, and Level 3 [Member] Accrued health insurance costs Increase (Decrease) in Health Care Insurance Liabilities Unrecorded Unconditional Purchase Obligation, to be Paid, Year One Unrecorded Unconditional Purchase Obligation, to be Paid, Year One Adjustments, Noncash Items, to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Adjustments, Noncash Items, to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] APIC, Share-Based Payment Arrangement, Increase for Cost Recognition APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Deferred Tax Assets, Tax Deferred Expenses, Capitalized Software Deferred Tax Assets, Tax Deferred Expenses, Capitalized Software Amount of deferred tax asset attributable to taxable temporary differences from capitalized software. Title Trading Arrangement, Individual Title ExpensableMember [Member] ExpensAble [Member] ExpensAble Workers' Compensation Discount, Changed during period Workers' Compensation Discount, Changed during period The change in worker's compensation reserve liability during the period resulting from the discount applied to reduce the reserve to present value. Statement [Table] Statement [Table] Defined Contribution Plan [Abstract] Defined Contribution Plan [Table] Accounting Policies Significant Accounting Policies [Text Block] Adjusted Term SOFR rate Adjusted Term SOFR rate Adjusted Term SOFR is a forward-looking term rate based on the secured overnight financing rate plus a spread adjustment, which ranges from 0.10% to 0.25% City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Auditor Location Auditor Location Interest Paid, Excluding Capitalized Interest, Operating Activities Interest Paid, Excluding Capitalized Interest, Operating Activities Revenue Recognition Revenue [Policy Text Block] Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Fair Value, Inputs, Level 1 [Member] Fair Value, Inputs, Level 1 [Member] Stockholders' Equity Note [Abstract] Stockholders' Equity Note [Abstract] Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Income Tax Expense (Benefit), Continuing Operations [Abstract] Income Tax Expense (Benefit), Continuing Operations [Abstract] Line of Credit Facility, Remaining Borrowing Capacity Line of Credit Facility, Remaining Borrowing Capacity Purchase of treasury stock Payments for Repurchase of Common Stock Long-term debt Long-Term Debt, Excluding Current Maturities Accrued workersâ€™ compensation costs, net of current Workers' Compensation Liability, Noncurrent Workers' Compensation Liability, Noncurrent Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Unrecorded Unconditional Purchase Obligation, Total Unrecorded Unconditional Purchase Obligation Entity Well-known Seasoned Issuer Entity Well-known Seasoned Issuer Liability for Unpaid Claims and Claims Adjustment Expense, Claims Paid Liability for Unpaid Claims and Claims Adjustment Expense, Claims Paid Income Tax Disclosure [Text Block] Income Tax Disclosure [Text Block] Lessee, Operating Lease, Liability, to be Paid, Year Four Lessee, Operating Lease, Liability, to be Paid, Year Four Earnings Per Share [Abstract] Earnings Per Share [Abstract] Effective Income Tax Rate Reconciliation, Nondeductible Expense, Amount Effective Income Tax Rate Reconciliation, Nondeductible Expense, Amount Retained earnings Retained Earnings (Accumulated Deficit) Gross billings Gross billings The company's revenues are derived from its gross billings, which are based on the payroll cost of its worksite employees and a markup computed as a percentage of the payroll costs. Supplemental cash flow information: Supplemental Cash Flow Elements [Abstract] General and administrative expenses General and Administrative Expense WorkersCompensationLiabilityNetOfAdminFeesCurrent WorkersCompensationLiabilityNetOfAdminFeesCurrent Carrying value as of the balance sheet date of obligations and payables pertaining to claims incurred of a workers compensation nature net of administrative fees. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer) net of administrative fees. 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 Operating Lease, Liability Operating Lease, Liability Net cash used in financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Performance Shares [Member] Performance Shares [Member] Line of Credit Facility, Interest Rate During Period Line of Credit Facility, Interest Rate During Period Amount which plan costs were less than the net premiums paid and owed Prepaid health insurance current and noncurrent Total carrying amount as of the balance sheet date for health insurance contract. Credit Facility [Axis] Credit Facility [Axis] Accrued workersâ€™ compensation costs Workers' Compensation Liability, Current Dividends, Common Stock, Cash Dividends, Common Stock, Cash Interest income Interest Income, Other 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 Depreciation, Depletion and Amortization Gross profit Gross Profit Restrictions on Cash and Cash Equivalents Restrictions on Cash and Cash Equivalents [Table Text Block] Deferred State and Local Income Tax Expense (Benefit) Deferred State and Local Income Tax Expense (Benefit) Fair Value as of Grant Date Award Grant Date Fair Value Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract] Fair Value, Inputs, Level 2 [Member] Fair Value, Inputs, Level 2 [Member] Revolving Credit Facility Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Geographical [Domain] Geographical [Domain] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Disaggregation of Revenue [Table Text Block] Disaggregation of Revenue [Table Text Block] Shares Issued, Value, Share-Based Payment Arrangement, before Forfeiture Shares Issued, Value, Share-Based Payment Arrangement, before Forfeiture Unbilled Contracts Receivable Unbilled Contracts Receivable Entity Address, Postal Zip Code Entity Address, Postal Zip Code Consolidation, Policy [Policy Text Block] Consolidation, Policy [Policy Text Block] Advertising Advertising Expense Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Common stock Common Stock, Value, Issued Document Financial Statement Error Correction [Flag] Document Financial Statement Error Correction [Flag] Disclosure of Compensation Related Costs, Share-based Payments [Abstract] Share-Based Payment Arrangement [Abstract] Accounts Receivable Additional Disclosures [Abstract] Cash and cash equivalents Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Required accumulated cash surplus Prepaid health insurance noncurrent Carrying amount as of the balance sheet date for portion of health insurance contract to be utilized over longer than one year. Time period incurred claims expected to be paid recorded as restricted cash Time period incurred claims expected to be paid recorded as restricted Time period incurred claims expected to be paid recorded as restricted. Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Auditor Name Auditor Name Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Cash flows from financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Preferred Stock, Value, Issued Preferred Stock, Value, Issued Effective Income Tax Rate Reconciliation, State and Local Income Taxes, Percent Effective Income Tax Rate Reconciliation, State and Local Income Taxes, Amount Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Property, Plant and Equipment, Useful Life Property, Plant and Equipment, Useful Life Cash and Cash Equivalents [Domain] Cash and Cash Equivalents [Domain] Depreciation and amortization Depreciation, Depletion and Amortization, Nonproduction Basic net income per share of common stock (in dollars per share) Earnings Per Share, Basic Operating Lease, Payments Operating Lease, Payments Cash and Cash Equivalents [Member] Cash and Cash Equivalents [Member] Commissions Sales Commissions and Fees Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Deferred Tax Assets, Operating Loss Carryforwards, Domestic Deferred Tax Assets, Operating Loss Carryforwards, Domestic Decrease Increase in accrued workers' compensation costs for changes in estimated losses Decrease Increase in accrued workers' compensation costs for changes in estimated losses The decrease or increase in workers' compensation claims cost estimates for changes in the actuarial assumptions resulting from changes in actual claims experience and other trends. Deferred Tax Assets, Tax Deferred Expense, Other Deferred Tax Assets, Tax Deferred Expense, Other Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Property, Plant and Equipment, Policy [Policy Text Block] Property, Plant and Equipment, Policy [Policy Text Block] Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Percentage of our health insurance coverage provided by United Percentage of our health insurance coverage provided by United Percentage of our health insurance coverage provided by United Total assets Assets Concentration Risk, Credit Risk, Policy Concentration Risk, Credit Risk, Policy [Policy Text Block] Employee Stock Purchase Plan (ESPP) [Abstract] Employee Stock Purchase Plan (ESPP) [Abstract] Employee Stock Purchase Plan (ESPP) Overnight Holdings Money Market Funds, Overnight Holdings, at Carrying Value Investment in short-term money-market instruments (such as commercial paper, banker's acceptances, repurchase agreements, government securities, certificates of deposit, and so forth) which are highly liquid (that is, readily convertible to known amounts of cash) and so near their maturity that they present an insignificant risk of changes in value because of changes in interest rates. Generally, these investments are only held overnight. Advertising Cost [Policy Text Block] Advertising Cost [Policy Text Block] Auditor [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Property and equipment purchases Payments to Acquire Property, Plant, and Equipment Hosting Arrangement, Service Contract, Implementation Cost, Capitalized, after Accumulated Amortization Hosting Arrangement, Service Contract, Implementation Cost, Capitalized, after Accumulated Amortization Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Unbilled Accrued worksite employee payroll costs Unbilled Accrued worksite employee payroll costs 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, including accrued salaries and bonuses. Commitments and contingencies Commitments and Contingencies Share-Based Payment Arrangement [Policy Text Block] Share-Based Payment Arrangement [Policy Text Block] Health Insurance Costs Health Insurance Costs [Policy Text Block] Disclosure of accounting policy for health insurance coverage to worksite employees. Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Termination Date Trading Arrangement Termination Date Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Lessee, Operating Lease, Liability, to be Paid, Year Two Lessee, Operating Lease, Liability, to be Paid, Year Two Deferred Tax Assets, Tax Deferred Expense, Reserves and Accruals, Deferred Rent Deferred Tax Assets, Tax Deferred Expense, Reserves and Accruals, Deferred Rent Marketable securities: Marketable Securities [Abstract] Central [Member] Central [Member] Central [Member] Entity Address, City or Town Entity Address, City or Town Deferred Tax Assets, Gross [Abstract] Deferred Tax Assets, Gross [Abstract] Lessee, Leases [Policy Text Block] Lessee, Leases [Policy Text Block] CorporatePlan [Domain] CorporatePlan [Member] 401(k) retirement plan for corporate employees (the â€œCorporate Planâ€) Net income Net income Net Income (Loss) Attributable to Parent Stock-based compensation Share-Based Payment Arrangement, Expense Trading Arrangement: Trading Arrangement [Axis] Accrued workersâ€™ compensation costs Increase (Decrease) in Workers' Compensation Liabilities Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Defined Contribution Plan, Employer Discretionary Contribution Amount Defined Contribution Plan, Employer Discretionary Contribution Amount Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Business Acquisition [Axis] Business Acquisition [Axis] Current borrowing capacity Line of Credit Facility, Current Borrowing Capacity Payroll taxes and other payroll deductions payable Increase (Decrease) in Other Employee-Related Liabilities 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 Deferred Tax Liabilities, Leasing Arrangements Deferred Tax Liabilities, Leasing Arrangements LTIPAward2024 [Member] LTIPAward2024award [Member] LTIPAward2024award Cash and Cash Equivalents [Axis] Cash and Cash Equivalents [Axis] Document Fiscal Year Focus Document Fiscal Year Focus Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Current Federal Tax Expense (Benefit) Current Federal Tax Expense (Benefit) Treasury Stock, Value, Acquired, Cost Method Treasury Stock, Value, Acquired, Cost Method Assets, Fair Value Disclosure Assets, Fair Value Disclosure Name Forgone Recovery, Individual Name Other Revenues [Member] Other Revenues [Member] Other Revenues [Member] Operating Lease, Weighted Average Remaining Lease Term Operating Lease, Weighted Average Remaining Lease Term Document Period End Date Document Period End Date Investment, Policy [Policy Text Block] Investment, Policy [Policy Text Block] Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Base Rate [Member] Base Rate [Member] Lessee, Operating Lease, Liability, to be Paid Lessee, Operating Lease, Liability, to be Paid ReturnOfExcessClaimFunds ReturnOfExcessClaimFunds Return of excess claim funds related to the ACE Program recognized as long-term asset on the consolidated balance sheet. Components of Deferred Tax Liabilities [Abstract] Components of Deferred Tax Liabilities [Abstract] Revenue Composition [Abstract] Revenue Composition [Abstract] Revenues are comprised of gross billings less workable credits ("WSEE") payroll costs Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number, Beginning Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number, Ending Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Insider Trading Arrangements [Line Items] Line of Credit Facility [Line Items] Line of Credit Facility [Line Items] Share-Based Payment Arrangement, Performance Shares, Activity [Table Text Block] Share-Based Payment Arrangement, Performance Shares, Activity [Table Text Block] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Current assets Increase (Decrease) in Other Current Assets Lessee, Operating Lease, Liability, to be Paid, Year Three Lessee, Operating Lease, Liability, to be Paid, Year Three PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Adjustment to Compensation: Adjustment to Compensation [Axis] Deferred Tax Assets, Tax Deferred Expense, Reserves and Accruals, Self Insurance Deferred Tax Assets, Tax Deferred Expense, Reserves and Accruals, Self Insurance Document Transition Report Document Transition Report Fair Value Measurements, Recurring and Nonrecurring [Table] Fair Value, Recurring and Nonrecurring [Table] Liability for Unpaid Claims and Claims Adjustment Expense, Adjustments Liability for Unpaid Claims and Claims Adjustment Expense, Adjustments Entity Current Reporting Status Retained Earnings [Member] Retained Earnings [Member] Number of days in advance of the beginning of a reporting quarter United establishes cash funding rates Number of days in advance of the beginning of a reporting quarter carrier establishes cash funding rates The number of days in advance of the beginning of a reporting quarter that United Healthcare establishes cash funding rates. Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Weighted average common shares outstanding basic (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Capitalized Computer Software, Net Capitalized Computer Software, Net Restricted Stock Units (RSUs) [Member] Restricted Stock Units (RSUs) [Member] Components of Deferred Tax Assets and Liabilities [Abstract] Components of Deferred Tax Assets and Liabilities [Abstract] Executive Category: Executive Category [Axis] Name Awards Close in Time to MNPI Disclosures, Individual Name Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Schedule of Components of Income Tax Expense (Benefit) [Table Text Block] Entity Filer Category Entity Filer Category Premiums owed to United Premiums owed to United The premiums owed to United which is included in accrued health insurance costs, a current liability in the Company's Consolidated Balance Sheet. Balance (shares) Balance (shares) Accrued corporate payroll and commissions Accrued Salaries Company Selected Measure Name Company Selected Measure Name EX-101.PRE 16 nsp-20241231_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 17 image_0.jpg begin 644 image_0.jpg MB5!.1PT*&@H -24A$4@ "ZD +" 8 G("J. "7!(67, $SE M !,Y0%USO"5 T$E$051XVNS:,0T @$L?=O&APPL1#:Y%Q< @ M #OE"1)DB1)DB1)DB1)DB1) MDB1)0R9U29(D29(D29(D29(D29)79(D29(D29(D29(D29)D4I=]" 0-/\]20 !)14Y$KD)@@@$! end GRAPHIC 18 image_0a.jpg begin 644 image_0a.jpg MB5!.1PT*&@H -24A$4@ UP $." 8 "=/!81 "7!(67, $SE M !,Y0%USO"5 !P+$E$051XVNR="5P/V!;'96>,&6_\F9]S\QHDT)9QS*, M98R=&8-G&S.,;1XS@U;M&Q5IDTK*UB(I"D.R+Q52I"PA%$F)HE1^[Y[[Z^> M;2K5&,[W\[D? 9O3__[O___W?>W[GG'M.'3!,#5%2\@"W\PJ0<>,.CIZZBK"H M).P^>NL]AB&(9A&(9A6' Q MS)^)+-)-Q<4E*!+CUNU[2$N_)<16&KR#8O"K[1;TG[P2'W5?!/7^3N@ZV@T+ M%D9K0*BY^@+S\0F1EY^/TN>O8&YN*H,@$+%UU M //L(S'FUP#T_\75/LOP9L=K/!I'YS%+(1'6&1UQY,,=R 'N,\\5E?![S;U0:OZ9BAD98IZJF;X*.> M]NCZO0<,G;8A[N05? A,9AF$8AF$8%EP,HT06Q"@N0?:MNSAS(0O[CU[$AFV) M<%E] +_91F#DK#7H]*V;$%9V:-;.% TTC5%'U5 ,(S&,\2$++H9A&(9A&(8% M%\,\&1);=^_=1\]%&PC>F@ SEQV8,#\07XSQ@-9@9QG!>JN3%9IJFZ"^AB'J MJAF@3FO[AZ*+!I?#, $#,S#@HMAGD)!83%RY4Y^(=(S M;R-L9QCFS@"]JZ+\%9'"S34-$(]=4.H/$ELL>!B&(9A&(9A6' QS)]#)=]3 M+]^$7^A1])G@!14AKE14]4M%UA.$%@LNAF$8AF$8AF'!]:I I=RI\$79**E4 M\^'R@JOO)&_45RJW3XL%%\,P#,,P#,.PX'JU!1=D[ZRBHA(QBF6S8A)=E15< M_IN.H?\//J6IA*RK&(9A&(9A& (8%URLGKA01+!)5A?>+9'7!ZUEY2$Z]@1/) M&4A,R4!*:B:RFW>=%@(L4Z87LN!B&(9A&(9A&!9-)5;-V; N_@6)BY[,1/QALQ9+H_.GWK@=;]'-&R MDP6::B]$/0T3O-]C$8;.6 UKCUTLN!B&81B&81B&!1?SJ-BB%$**;-$]K83D M#&S8EB@$5#3&SPM$QU%N>+>K-5[3,95"IXZJH4(0D?!1,O*"RQ[#9JZ!S?)H M[(E)9<'%,$RM[5V/#H9A& (9AP<6\!B&*86(<>0LEHJ.8CR\@OE/I)]*U_^>3NO M0+:LH'^GGV,!QKQL#@7Z#B@'K7'%4%P'4/3"? !>]@S#@HMY ;E74(2KUW,1 MDY &DR7T7ZH,S[J88L6>I9HJJT06O74#:&BJO^X\&'!Q3!,+1F?L@]@H:(/ M((FKS)MY2$O/P87+V?+/].NWA?BZB_R[A?+G%,8G6Y_,WU=L/4E@D;@BI\+] MHF(4ECH?:!06%K.S@6%8<#$O*F2<7+B2C>C#Y$*Q<5-4@>? M(8!8Y1HQ4$G,YN3>Q8G3Z=@2?1L.OOLPW2P4W_VR!OTG>:'/ M^!5R#QDVPQ_333?!PBU*WD--.G<=F3? O2+'&GPGS(IS-M$_1>B1'IV*?4@R* MV.;DWI/BZMJ-.[B<09';F_)LIG4&L" MUH3'PR_T.$)W)"'JT#DDIV;*T%SY;\+#@^MN1>Z< %Z]DRX/[1'(&CIZ\6FY3!? 9XHEW+]W\C.0_+Y3&F4'SM5&W,KF\^Q4^GR.W3E6JX4!NQ=KCY(ME&?EY.'4V6L(BDR J?,.C)F['AU&N*!5;WN\W=$<+3J8HF5'"WPD]@3=$:X8 M-,T?1DO^D!$P,E(I.D"? 275%4QFF*HX#.ANSQ#Y%4=]$9,4^1>OSR(DT'#QV M"7O%^1EU\"RV[4W&YEU)"-F>@(M\? //0KOH!BXK3F);[[8+]B-RS=HF"\ M9#OF+8K$+U9;,-LJ I;NT5@1>$1&>$F\,0S#@HNI)K&E3*,BHZ1\&D)ETFB4 M@HM2=%APO9Q0/S5*M5H1& ,'G[WB8-XE#NQ=L'*O_4&ON\AKCTP#V[C])$Z> MN28=!57]#A25IN/$)5Z&;T@L',7\;,5:K)WY1,OYV"S? @U4;CV+'@;-22)+' MFJF>/8[$5GS252F>YEAMQA>C/:'Q]5)9.?6-]F9HHF6$QFV,Q)_&LKC/>]UL MT>HK1_29Z(,?#3? 8]TAV>:")D5:)PSS5ZQCVN,HLA5_^BK6AAW#4B&<;#QV M20>"H>- V_&X7@?]:AF.ZR49,,0C"A'D!&#-W+4;.\L>0:,X8^*,/^DY>@=X3 M/-%CW')T^]X#G;]QAJ'Y[=[0?X0&];STQ>FX]!TBL6GG27F_D6$8%ES,?LB#NLA[#Z88AF#H]-7H+8S1 MWA.\2X? 7P_'E^!75/LJ>7_EZ/A@TS4\8PR&P<-F)J(/GJFP(T_> 'DO.!JJP M.=,L5,S/ZRGE34VM. +/J7B-E>CWPRKI979?>UCVHJ/O'U,=#J42F585MN.4 M+.C3_7M/U%6JIU+K"F.T[&0%M0$.F&H<@O"H4S)%B]*V M&.:O6,OD%"6':$1T$GZSW8R1,_W1;Y(/NHU>#MWAKM :M!2J_1SP[UZV^*"; M%=[I;(X6N@O13)L<"@9HH+$ ==7F045U?NEZ-U ,6N]J"]%(VU((+S>,%7)M MU<8X60B+81@67$P54*8DD(%)0HMRO5/3LF5*0MC.)'@%Q6+]EGAYQX%2MDC0 ML.!B"!(!\Q=%XINIJ]!QU'*H?;T,J@.SPF??N7P<+3JL[C:AO(Y M/^OK*%^+7E/M:Q=T&.&\!05/],=LB3-Y#(&.DJH)+&C)YA5@3=@PC9OBCPW 7 MM/F&YK<4K?N)^?5UDJ]?'7,K/Q]ZWQ1S6@:MP1X8\VNPC'K1]X@<(,SSH;QW M2/N;G=A;AOWL)PQ21RFV5)Y:S$>_U! UQ&LZ9GB[LQ6^_M%71G7I.W YXQ:_ML,ZEI-[$_[H*LS&7@N!VC?EF'V9;A0OCLDJ(K MXT;%-EP67"_6\5G^X-^$-H/<\%'/1W1O(,=FK6S1E- M"W&@FZ&!QD+4US"1 MHYZZD6*H57&HEPWE=!.1 J*HA MHXCR%L!]S4%T&>6*]X31TD+/&J^W5\ROL7CMAIHT/^_JS>T)\VH5]Z?]S4= M2[S>P18MNSBBSR0__&87*2^QL['S_- !>1ZF9M'8G_AZ(5KWL\&9[LT>B6D\? M*JJ&J*MNC#:#G&5?09_@&"2F9/ ;R_PESE**PI.3U&WU07006T!KOBL[Y.^&]XJ W+$M9J<*@QY/AT$@8$,V$(?!N%QNTZN,(S6\HNN6) MWA-78=SO0? *SHVI;SQ/AHMXSY(38L#41DQ<$H<\$+W09[0GMH6[XO-\2?-#= M7O:4:]R61)=B?E693UVQUAMJFJ"IEBG>TK/")[T60?UK9[0;[H'NXWPQU20< M2U<=D%7"J('\WQ0^A65P5Z_.1Z#I_KB'QW,Y%VM/]T?'@[%/O'OWHLQ=+J_ MO"]#Y>1K8^]6.L;7.<_KLZ0'H/=X+W<=XH=.W M8]\:X@K5 6(O_L)&GK]T%M:5^]2"'"HQ'15YG< ^@Y;96GP,4) <]IN\$AV&N\ITP#=US=&DK4GI_ PJ-:>Z MJI368XQF;4W14M<"GXOGZS;: T-^]L/X><'XQ2H"2_T.RO3(A.0,^9UEGH^; MM_)EGR'/@"/H,7:YV!\,Y6=7,2.TS! E([;K:'?,M0Z7Y;1KUK!^@&*Q=RNB M<_?;!T'&;6)-;,,TD M%&/F!F#@3[[0&;H4[W0Q%V>PL=AOE/LP"RZ&85APUS59NAT3Y@>AQSA/?-[7 2TZF*&N-'+%!JUICB_&>N%W^TC9@^;* MM8K=5V#!?)#T='8Q,M2L =$G)!KR7'E7I@MVX&?339BV#1_=!KA*L5[\W:F MTKBMN&'[_Z.!AA%>US'+#/[O:H/T0%WPSQ1=3]#? 2'Q.B[WWP&/]8:S='"_6 M6XI/"L]R+XA<<*H.0!3,;_9%N$8*81>Y^_<\&F? M1?)^1 - U0R&B]"LTG[I]^O([\9:>)30&+,&78U=@[)SU^,UF"^P\H^&V]I P M<([+2!WURJ'2\%5-D63*H"@A57QTI511\=G5K5!ZU>.&Z#M=K(3H7H899J%R M?=0DE)% 8IOV;G*0 ;'_C/S.T:"_[SIT#C$G+LN]N;BDA,O4OT+G>G&Q0HC3 M/D6EW\DINF[S<9GJZNRW7Y9YGR+$4I^)GE ;L+BL'R8++H9A6'!5/XI4E"]I MM!TZ?@F!D2=@OV(/9IQ%R[08W1$N:-W/ ? _L9H,W.IBC41LCA1%"'GA-4R&X M5K#@8AZ#FFQ2F6 2-W3@*_IQI2,N\0HV1R7!.S &S8\$'95JIR@)%0T9/,T/__[2'LW$&F^@8?BG MZYR^6_1S[W6UAN; I1CJWW6P<8_&NO#CTGBFZ!R5M3\CYD,%&:@Z(7V?R+AB MG@]Z+T^+=>HF!!=%$^NI5L3X?-P0I?+Q>B-=,,MBDTSWK$DH(^%2>H[8NR]* MI\8LRS!,6[A1#GK]>? 81LFT!W;TEX[N(FV2_0J(+I?O4/;E/I98V-3Y]_CH2 M4ZY)AUA 1#RL/:(P:O9J_*N7+1K]J*X^"RZ&85AP53?*B^)DR%%I5S(2A\]8 M#9TA+D)D64MO>UDEKG+B1 JNA2RXF$I#0BQ)B"![*[Z-4O&[? +Y<5LQ07M_4K M(;;TQ6,,T+*3I3!PJ3QQ$):O/R*-B?3KMV5*36T;.)2J2*7 *?)$/;_T%V]% MS[&>^+B''9KI/"N=TWSJ:QC@]78+T7;P4@R;OAHV'M%2:%'!&BXQ7K-0^ATY M![R$:M%&D655.,-L? 5N#-#S@!ZS.=]%V/2@F"XK3DD[\PHHUBU M72A &?DB)\:U&W=P^GPF K:W1LK.U&%;X4(A\ MM?X.&#S-5[8PR+)7R(*+>0CM5>1DH#/1.R@&0W]>A5:]%=D&\LQ[ZIIGP<4P M++B82,C.U\:ADZ^^2] X4Q:%#:Y//9&RX++N;YUEZ>C 1Y!<;("]R-***@ M4?&[7'3?H+%X3,>1KM*X/2H^D_07K/FF4G3-L=H,G2'.J*]F^)1J8/IR/;[5 MT0+:0Y;"W'4G$L]D" %PFX56+7&_M 7&' O.8(I!$%3[+<8],S_Q/@L[P P MD(5.*#M@AMDF^&V,D^FL-0G=E:0*L?,71Z+G>&\TU!*_KYJ)W*\::RW$VYTM M\<48#W@%'9'[+JTE%ES,HU"4:X;91ID*W<0ZZ@:LN!B&(8%UZ/0 :KTKM.H MS'E*Z5UD%)#@HOM:%#4H*V/-@HL%5\U!S8/3KN8@;.S*]Q\N[:@,N-4M("J&5*%1KJ8WEC+^)'Y M*9P#9JZ"DXK]V%O;&J--CZF/?_BE6RLW!"+ M"?,"T7ZX*QIHFLJ2AK$XOOQ3A=+]!CG >_@&!9BDK+%A\Z=A&SS$/Q22]KO*EK"A5**WSF&E3S@R?".-@]. RU"!>B M+?]N@8Q2O$A040-J/DJ-P?_S>R ^Z&Z#UQ]+V5&LKW>ZV,A2]K_9;D&$^'EZ M;#$7.:AEQQ5PX7*V=)0QQ15FI15W$JK%ZK(\OT&0N08HW%; M4[S?W58*M)\7;L3F74E2;-74O3NE@XW*V#OZ[$&_2=ZRBBPUVU8:RJ22X+UN MEN@U?CE\-K#@8IX..87L/7=CA#A7/_W*49ZS++@8AGFE!9%7'$L=+H84B;:$46MK7ED>!A"!! M@KMK\2+%H= "A0H2=R,N2" 0G$ @N 67X [%W;6X0SMO_G/N20(D]]X(/"@[MWW<^6A+N/6?/[NS\=HR(+E^[0W\>N42!4>NH7*LP>M?"EC(5'4KO%#%VV=([M1>TIBY4S5>TXA@8-6TRSENZC>XBZV MX^A]*P2 *;&EG^&Y;X]];U(&^K.%+E=N/)/N@I;3]SW.D)'WR]]__T),G?].N M_>=ID.\"*E)_&.6MX$Z9+##>MB;FGQWE+N=.A>OZ4]?!,VC9^B,R#_[YYY_7 MZAF?/OV''CYZ0O';3U%_]WEDV2B0\E;TD/63^(S:_/JBVC!JW7\J^4>NI?7; M3LK8*'GU\M?->[3GX 6:N60O_>&[B&IT&D/%FP33YY6]*$\Y-\I5VIEUEA/E MM':FC\NZ4H&J/E2X?A#5[3:.>MK/HA%3-M*N ^?I]MV'].CQTY=RCT]XKM^[M_YAVL!ZR#UQ*ULU"Y/XR6SH8YI,=?5#2B3ZKXD$U.X^B<;.VBM[%_;QN:T3) M_U^V[$M'P5'KJ=W :3*7L< *OF=D_\]6RI5LVHRD'O8S:?*\G73ARFTUD$J4 M_,OEG;?I8;%9PK!\V QW>$-_MT\-AE,5SW';XH?V>N/ M0Q?)+G)&[6!E+^R)[UK:6RS3YQ_GU3PH&*-@NA'AUA: MN?&H?-[K9DSB=O",,&CL I90Q;8C&*Q\#,!E]\SS?%/;GWK8Q=+X6=MI)Z]E M<^>UDHP50,F-6 ?IX/$K-'W1'E[O<6*(VK0:3D7J!="7U;SI\RI>_!Z]Z;^U M_>3O&_4:3T/]E]#4^;MH\^[3=.GJ'7K\Y*F\^Y,?TZE(0P5<2I0H> M>R3&P-F+-^G0B2NT<>=I6KCZH #/##8.%]\Y1,=.7U/ I8#K#9GC)///@<>T MU'?1;"!ZF0U<>2MZ4HEF(=3'>3:MWG+\M7[./0R5;N'+J5;G,?1-+3^93\# M5Z&Z@=3/;3ZOI3]E3!1P_7\%'JK=!R_0[&5_DE_D6@;;V=1VP%2!JWK=QE+# MGE'4HN\DZN,TFYR"EXG^Q8$7="H.Q%ZF7+^I >&T!;NI=?\IE+.4B^@S!5Q* MTB(XX F?O(%^&*2 2XD2)6\<.F@A9 D@-:U&_?HS(6;8HPMWW14E)S/Z#74 MUW6N;/J_>2V@X/'K:>O>LPJX%' IX'JM@.L">8Y<176Z1%+!VOXI E=_]EL MX.^G_4#ZMEX0 M#?!<2'.6[Z<#QZXHX']-=#(.O6[??4 7V:@\=OHO.GSB*AT_\Y=$&MRZ_"5 MA;/J(>7[CUZBJ%G;]+?3;"K5/%R;3T7L%' I22=P*0^7$B5*_N7 A3T0&RDV M1)R0WKKS@,Y?NB4;.TY7YZXX0!'1F\DU?#GU<8]EEOTF4Y4.H\FB43#EJ^1- MA>H&4,U.H^E7K_FT?(,"+@5<"KA>1^"JUVV<4>#ZQ6.! J[74)X\>2K0=>?> M(_KKYGVZ>OV>_ F=\K+#!Y,*]H?;#'BK-Q\CA^"E5+?;6/JZUC">0_9)=)@" M+B4*N)0H4:* *UD1CY8A1^NO&_? HPN7;8J2MVG25<"E@$L!UQL*7,@9 M4L#U.L[5Q.B#I->K!!@42KITY0[%+-Y#[7^;2@5K^])'95T-WBT%7$H4<"E1 MHD0!US,;-R !5:P>/$S,SSIY]CKM/G!!*D_%+-Y+81,W2,G?[@PEC7I-H#(M MP^D_U7THI[63P((& O9BO\>50.NWWT6*N!2P*6 2P&7DG\1Z,E^P;"$,,;5 MFX^3Y\B5K.\C*$]Y-\I6PO$Y':: 2XD"+B5*E+SEP*7'^C]Z_$0V0.1GH83P MH>-7!1ZB%^PFGX@UU,=I#C7Y<3Q9? Q="!6L/H_R5O>FC!2\B\$KL>&4//X[2?%,.X\.(:*- BB]ZP<#7O!BWWJ M%' I4<"E1(F2MP:X]%Y#:&**S0[]4U!N^/SEFW3XQ!7:MO><5)M">5__L6OI M5Z\%U..7J52Q[2CI\9*KM!.]5\R>- U6];X_=;D4<"G@4L"E@.M-.7!2 M8O[>@=PQ5#\'?IUUYP=TG>K\Z8"ESYO MD@OI?#Z\|\ZOU[F\RO@4J)$R1L-7/J&J9].HG_6I:NWQ>A'M<$Y;%@-G[R1 M; .64N?!,ZANMT@Q.@O5]:? \E;SIPS*N!M@"!*4$!@JX%' IX%+]:88S(F& MLP(OXZ)7JKUQZP'M.WR)EJP)S'O%$H:MD=)T.7LIIQ3T5B)P?5[5DX%KM%0T MQ&$?PMC?M''7YXQVM%F$G^)!QKY=E+,^*> M/$W^2OT]).H__3- TXQC5_X_>"0Z$;FK\-R(L<@_E]]QF#^?P!@*LBI:[1@U4%IOHSJM)5\4PXB$MY?>C Y94 7/<,(87Z M&*?E>MF@K(.5WH/R29)]%+G.J-Z+_?2OF_?$ZZ=?&"<<:**"(YY3FUM/Y-\G MG5.O.X@]NX82GU_/]48+ GG^&R\'/_:W.W>U8]$B5O#' E M#1W4PP8!,Z?.71=EMG3=89HX9P?YCEY- SWF4?M?IU'-3F/8R RCKVOZ2=7! M;"4<&':2@)0Y$** 2P&7 JZW$KB2 YRDI .\PNF"HX8).0D@9UAY*FT,_P7C% MFH"AJAMQ*'5^S? G @[&J[G0E;2M!3[_NN&ST#SXPN5;TJSW]/GK?-V0ZJRE M6]+7"C^ _=ETSF'%ONB?F98!74F^)L3'#/7GV7#&^&#OF+M\[F$+:=F? 292B:8AE*NTLPD]C?EDJX44 M5O:4=B&1,[;(_>-9=-A-RR5&?,*[^2?#=0'>":;X']XDQQMABCF"^H $U= 7& M9-N^L[1Y]VFYMNPY0]OVGI6"4P>.79;"(AB[R]1,GH8[!]WSG:<_ "'62]@>);:"F#=84U==< H+!- M4GIE"KB4*%'R!@7B4)[\):,10DNBAM77/6>FK$QBUGOJYS:.&W<=2D;I^ ME+>\NY:7522I-\LN"D&W:ES-WA7]?KY%E T4WY=T],A*I8 %C7"\$I!N),'ZA M!_<=OLA&W3DQ%&$L8_WL9@-Q_]'+6A/ATUH381C)T)\PD/%<&1U6^6Q.[9-G M MC!@_)K:00:O"DP'A%.'C2,3O#*%P[4 3O)U._PUN8Z=OBK/?I_N^ "$@)"V7>(\>/C8Y)](*&PB- NV.HVGN>QQKZ&A"%.0-=OV3=(8J- MVT&@$.!5P*5&BY+4%+GUSE-,XZ9UU7Y0; M3IC6;SLID!41O87(9\!8TT+D_LG60-9[QT(M^ !$K=ER0O)3\9FCIFVFP'KR)NAP35T.3D%QQ\GE'+*,/$:L)- _1:RAD0CQ% M3-O"AN-N,1K7L?[$H:LP9@>/7Y'OPOM)'+/3%+ C M%# '<=&E'@S0#, .H <3M8MRQ>O!=2LSP2R:AQ$V4MJ!91,ZQ7=M RMEK<@3ZQ<:-R+<)EO- =O/T$;=IZBS;O/I.F")PGC=8[?"X 4[R2]HGNT (&2 MW\SO!-Z:9?%'!2K&3-]* 6/7D4OH,AKDNY#ZN(^EVS]EY![^$H*&1\O/2RQGO NL2YP"(!]0.#K)7GJ4OO\ MCP0R'_)@.ELK ((QL[<)C 0.FD#^8U=2YY\ M#\X,/BB^\+O/(NKO-I]Z.\ZFKFR\=OAM&K7^90JUZC^%VOTZC7KPVIRV8)<8 M:<\## _[[D1PVZ?KO&FUD8QYZ(&S21C9ZE[)1.)-:]IU,M3N/H,P" (NL9]S8@'<(BF.C=S$-]%Q M/SG/H1YVL\3@5@AMZIEOTG4XN<)Y#Y\N8P%W@_VB)0,;0 90 /CBQ X>'(0 M'H;6("&'WZ?3N5XC/0#.NP9YL(6KO<9SCXJ[4*6]0/E7<++!3@$A(R/W6'V MA=_'-9''!J'QNP^>%UT/>$VO5P>PIV M&TME6X:210-_^J:F-Q6H[,'VA ?EY7F!ZU,>"X2.?EG-FPK5]J.234*HRO>C M9.WUX7F*^3N-QW0MZTA41D;X+J K*6@JX%*B1,EK 5QZ;#F4,Y3T'8.1@5"2 M76A4O.F8A#B$3]XH!D,/NUAJVL"63U/.4BX,68X&3U9ZO%D*N!1P M*>!2P$624(^YC)/[*08#U2XPCM?B(C'4^KG-%6.KIWTL=67P@2'5=B# 8 HU M[3.1&O8<3W6ZCJ4:;,RBQ+A- J^%DS4!4O*EVE>/_K]-E#(V8LDE"LF 8ZL4, MX)F!5P;A=0<9$E9O/B9@!AT"_?/#'S-X?451>3;&BC4*IJ]K#F,]Z$5Y;=PI M3UE7REW6A?*4Z+]]Y=*]X M91 >A?6KWT=:!1Z$9?%'Q)LW; R/6ZG2=3XQPGR_I![6[5#!%7@YRO;8,Y#G0XN?)#!G#Z;-*GI3%TI[>+9KZD/,L MK-NREW!B]V+JG>,8%T;(Y#8RR$VE==LZN4XAWYVG4]!X^/Y7@](B"B\\%XV.WBV?F%_?YU&8 T^JSK? V#PPCX5,G&# M[%7P^@)PL/_1Q_LRPE>-C0'6$.8&UM8!64/'Q6N*U(/?O!?2][C>8+WG;NLFZPKK+TJ'4;+(<#*N)0H4?):)<>]H - !J>1"'7!1@G0@O&.4V.<>"*I M&8:+!2NL M5*3<;&!^P I0-TR*C04L!EP(N!5QO*W !/!#B!:_ ,\%5(<_ MMU3S<+)]$LSZ)X"*-@RDPO4#^#,#^/O\V6CSHZ_Y^@\;KU]4]V7]Y,-C[2T- MU3^MZ$6?E/>@W.4\Z&.^/JG@15_Q7$?3=53&.W\I$;@$MAX\%KT!+]&\%0?D M=^!! 619,WP4K.U/!:KZ\N=XTD=EW2F'M8L4<,AJY4CO%W.0" _^=K;B3Z,>< M_/.R[K+? >#>"MCWGBG8!G!6L7:_CQD[07/MAUX#P%CU]/ MW8?&4'V,63,&3'W,&CP[9G@-C-E7-?WH2[XOW!OTK#9FGI27GR^/C39N>,X\ M-FX,'J[4\?>I$E:(O0('=,D!!PQM-#&&-R$PJ* RH8=IZ28%+RNG=C8K\KP7Y+?"<8=XXQYD:.4B\P7 &1F>/EX MO61Z3F<+=/"SXN<(N\Q6W)%R,7CEX7G]>55O?I?#R+Y8^ /]!/K)91X%3XB7 M?*@]ARY(/B,\V^>O)]"&A@#0!X\30 =I!_X,V@#;NMWCZ+2O(Y12.LS/'\Y M=UD?" _%RSU=9U+ M(1,VR*$#8!=>6-P/[B-\@8!4P5<2I0H>27 E5#!"OVS4 3CX6/9Y"^P4CYR MZJJ$N0!HILS;)6[_@5X+))RD?)OA(#">[9) <49#E@(N!5P*N-YFX,(! M$+Q;/J-7B^?JVW]!E*N,&V7GM:099PZ414*7[1,JZT53N!(\[_9R7^]9.4G5 MU"+U_.6>SUV\I56H,Q0T@*$&/0A80&L+A$[#.U: ##=OL)9U9?^" "=_M:/A3 MNP^TNWBVGZ!MDN].O$?<=TXVE@M4]1)/$KQ-T+7(03MTXHH4LX"'+RT>"83Z M.0;',6R-I(,5Q^R,9N#C5-4B,W*1OI[HA/LY1G,&S?[A L&"PR63 <6[M3_9X3R&/$*@G%Q/.E9E]]*IY1+=_OP- '+ MM)+W*1P8P*,#$ +XPCL%$)?Q3S(W,6]P:(G#2\QM[+%)+YGOEOJ[2S*_#.* M_SX;@^=7O$?;M!{)8QXC^P?"]U#(!7,:X9WI+>EO2M?IWF%X6G%@ <\P*E!V M^#U:O*6 + #F"^LB :RT<^G=5KG] M*%E/.'18M>F8A!CB?K">X>$"-7?@CM?)DD.6G+ I7L) M<'1^NX"WDLN5K:)]@"YZN=^7? MVQD^,Y67!?2D$^4H[4$-&+@0T8%<97.!2X*@T!5TK$7T"JF 9/N#? VDO*=X1!.\LS;NE*NT:T*.](OS M:ZA\[H=E7 5J$:*M8CP112F0$@?F2-X[TA'.'OQANS1(Z9LE##6 M.ETCR;)1(- ^7E\"6=O\OSC/LRQH\,,5Q83_!LEV&P:_];M!3B0/XBBJ"LWW:"0B>NEYRWH@T5<"E1HN0E -?S M7=P!6RA+#.6!4TB<0J$4+9*-G4*7R0:!G(?_UAY&.4HZBD++E'#B^2H 2P&7 M BX%7&\ [<,$H1)$>%#,8XK>$FO>=0E7:CZ;RK4>0=;-0*LS?4:"R+QMEKA** M95Y(FM:_"5Z>O&S$HMB"SZC5#%PWZ3:*.["!O9U! ;"%BF@5V@P7SY#F%7*4 M$W4)9V)#+Q<,8S8(<[- QC.M#!HGLQ1F^Q!-A9X:>20HS]A+6!C@!=*W:=)PN M7;TC>B2U@A"R$5,W4E_7.5+DHE]'"-'G&+<234+HVSK^DC<%K]>S<#C4Y+W" MLX@>66T8YHP!%]X=#/Q>#K/HV[I^#'K>/&8H^OV>66.NA^3# M,XE0?!CY\#+6ZQ9)A>KX"00]&Q'R;)@@X#L'@VR>\F[B1?UO[0 J4C^(BC4. ME8X Y "?6$&"KZ] 8JL#0_U%9EV0J%C_GG>0+P CHQ'CE1ZA@+7\)O[5L M'"0A%&(%@T"A']@H,*5*C,P?,(:TY"$8MJMD)VACH<$M?O,9;\QZZE7=(G M]! %L0V RH*N)0H49^AP*5[2] (&^*@"QLXBA+NVW?.0F90&PY*GL!8N#R MQTE4Z1;A$CJ(>'UL8K(I%[5[A1XM!5P*N!1PJ:(9?TO1!>3 8.T-G[*9O!B. MG$.6T^]>"ZDS"E=TCR*K1D'T<5D7"2G"VC8?N-RI6 , URH!+IS*;]US1DJ]

3A%U^U5L[Q!8VK7WR 4O!\=A^O*X\LBR7IK' M@YK'12NVJ5!N$S=%!5_V3EU^HS"#ST/^_\XKMX SEL$M96_[Q*1O05]AB\6Z!B)$I]UP>O% M.[@-@(YYT1O_5[0=BDM?HI>D>_("@:[-.L=2$!-:=^XYHIX(PIV[,NZ9-72 M8Q/3>S8^_R5)("1"P"5 /0U_+MP]<;\3NE[|($3;E/-?G9\&HI'O$'P3-%SS MVD @L=;W_74N?C3@J279/F8_:235)_Q_ZT_[)!)^P\6@NNJ"Q[U#U"+*\^:O'Z/<^*V5Y-&>M0HJ.^*6^&M8=_CL[2O=TY%#:GC?#*7 M/%>PCS+<^[(@BGR:@5O,!^#%D--K*<[H((/-=QG?O,($= M+DP-&KM<8'$1HOO.UD6C;P-'H$K3/@+:L=]J777,6Y\YG"[9&\<^ZXCMI>RYX M$*2K2_G2?EGI6X+J&CN+XXW.8/WKAZ!F`@_[.\&/_9WCG>/>T=]/WI2GU\S, MS(#+@,N R^PV&07;/H$N]M&^TFX46!4:]\([I3!ME'%=%>F0&R=Q"KP+SN%P@D2!Z^,@)S0_G 8(6YZ#% K^$M+&YKY H] :E%A['XJ%Y7O%&\'9Z4-G>_?SE^C]!(SP&AJWG;T0HH%,.G*F#L M+Q9JC;"Q)=?6#$]@.8)T*<7IZO!/*XB/&F?/^34E??&L,.S[2O MYN,I:8_G\P=)WMLC9X4(O/=)G$)#]2\34:9A3Y3]JB<^_{[BM5-0'YYGV4O M&Z;M2*\'VVX7;!@F0]V?QU3HCL#Z3OPUR5(A&31DKP0)N?"]Q7'%W0IO+B&# M=<5Q.G+**H&EJ?)= P68(]6C^\U@)F+-X3"YZ1=WI$V*OA)K,Z!#;R&X+O@ M4?#L-%X]\5[RD^__)@'#92P,PL=2#[DJ1$KY.^"IO*UTWJ)72P%:YK;_"ECQ M&3V2%ZI'-SAVDF[=S"P@S_>L.SJ*L,C\9Y%^5.6;/F@9FJ)C:-R,-=K?%Z1M M40_GFO5[M+_;=D,S,P,N RX#+@.NN]!<9WUX'H0KIX0NGA>HV*2WKDC_YP.> M1W!L4>(J/OOO]8CC>S([TP7/CI>>87*E>Z_T^YDN3X[/J3#*X:\B^,V2'9&[M4@P^:=9?MT-R:P\]=?L/'K^F4'7'V.YMPZ1(I<>F<*W.^+Q%$CP%'.E)ZCQP/GH, M623ML10S!: X]B]?P68>Z0'C>_*]>?Q5\QC;;Z["(,^EU/EID(KFYPL&2]WY M*>1=#^ POCES!^'%PFU%B,:AK@C&7P28.#?$R?=T'[Q0ZGZ9P-=F76UGG7$+ MUM)5.S!VNH#I\"7HDK0 T7WF("!]$IH&#M4>291S^[0"Q/9:S82I-YZ#5N*T:EK- _;=QU23]?US-0_L135 M>G1+-4C4K88#QRS')@%L>FW<]5;P3-UA^?UM.__0\7+=/%9G(_Y99-CF/WL M86?[7VD1X*92)[+E']+*>?YIFP34\UX8&+_)?[M+B'Y/.!=#6#:.!_8;;M?+4R4X&_ KC^'X*0K&W)+'A9[+/;8WYZV'>GFY,#)B M\DJTBIF":M_V1X']\8[RYP[$PQ[IR_^_VY,)-D](>5XNT@99RX;CO9KQ O7= M4$8@LURC7A=@\_TZ"5P\>IQ>-'KS"*WR9T+>NY6B=?L@Q\F,A1LQ M?-*OZ-A]FHQQ%W#YN:FC'5*#R3;LKSD@]Y2@CG[>S<9?P-&+\,(>3[G/YXS M,S,S,^ RX#+@,N"ZR\RU2DY(H3CEEK;!*6FZ5:Y^RV04K=U%MQI1L#_LX7M! M6%V?2+Y\.YV7,WE>1?Q=MH50QN#],AX>\)*7 .92X?CP_K=\85GLH+%2!*%8 MRT1<4^QK (4SMV;5G.N1DS?N6@1.A$-?4>B]H])J-BX#P]J)&*-GZ\" M;9PKVS[I#NF[GQ([[JO;REZ1^25'A4@--L!S;)QOO_+E5K312!RR6(4DH9CE MS\$VO66!E-HE0YBKB]/_,R#(IY=X)VG2HP(X1[JU:CO.11- K@E M;(:(T%4J[EEOQ]AJW9_+W";##MWU'",7.^A%=6W/=/?\(7^/?>'(4^OWL$X) MNUSX(/S5;#Y0QOMP-&\[!@%1$Q1FN;W4CG>9F1EP&7 9X-?8;CC(-$_%NQ4B-Q,:M%3^ M9J#TS>[(73D.F4LQH$<('LL5X!"=DD=-V?VTS[N?G)_S<&R]I*#ZCY0Q6[E(MY*\1CR*UNZ+$YST0')>*V4LVZ_FD8^F\=RPO5[6Y=="KTT1'"FMW1YYJ\A%X=;7-TMV0LY* M,2CP28+,TXD*Q\P#([NQW][\TEXX18M!D^@:*[DE9#3'&_56'Y.YGU'U M>'Z/VU,YAS?T&8:/!7:Y+?05YQAF.1Q;=YUET??2Y>/XHN!WO >=R?EW1[D< MT?0>5"CW5T\2%V<(YB4$)+_R'8:.W6?HH@4AAB_EC_=[.Q2-"\^IU>W0A@M$# M.8>5$B#W*!>!EPNU4=CG H*K'>F=NC=3^K;TNG!>\&J+$/=E(6@Z^B''%[>1 MOE:\O8S;.-3X?@"'"8B9CR+@5.I=RFQ_':4S?6>K%SE8^"@_F")+/!KC7U],E M]G*V.*X[WL5[WP:?/^&F&26V+_+-"*F9F9 900 M?-R.Q=#6SQ2@N_1\PL%JL=I%,)&(N("'8U.UC\U8N$%%W+X#@VXX!\P1 M>48$7B\1JGGDLV]5'E^1]F"4-=9!]O(Q CFQR%<] ;X1DW7K%.N,T0PI=.NV M&<)<53LCA_Q.UG)1(A+#U$M P7AIO=U82NB!8/E8;V\)S&4I&RGU%HM<53JC M9O/!B.PU1^ABN9^&!@I5C8*D $",\!D5/5H_%!W6[:MO0&\FS40^K8/=. M%};^ROW9$5##L5V-P6#H;!(?KDD+X1>+D9@ MG>*Y M!&:Y,,7S71VZ3==MC7SOLTWI<5^V>KO4Q5PT]A^&@C43\'RA]I)"W.[KKL3M MK:\5#\7;'X?)F(K6\4Z-4*Y1(D*[39-ZWFW 969FP&7 940P.J()MD9&@:Z'LCFV$MVOJ^7>%T)=NYOX M.8=7RP>/Y_+7^VMXIU">JM$H)7V)A\T9:KOS@'D8-WVMCBF&Q+X\D,2M!"X" M'47,%UY#4.C3;LA<-EI2O[!R%PF7%*8(Y6^!,=68_\1=RR/!+Q?.HQ'ZKQU,E^LUU#B';I.1_7O!Z7+3Z0S M3V&W+D]EKI G?I=\9\6F_:7M9JC@YIFRZV_,Sa@\QF]IPSVP7-[C?R&2]]/ MU"UC]+8^DR]8O56ZK2ZKJP]?[,N_LP +SXBSOWQ'X'5K,[PZSQ;QW#BW+Y+ MSQ:%^:TTUS9#/I=!1.BQYN+!S^W'R+L\":4$#@I\$J_UQC-./&?V>*X 1U3# MK%[._%^A3,ZK'Q[,[ABGSQ8(PJO%'%M-B]1.0-7O^@IT#-/@*LGRSJ+'DUL(M;S=H7=BGW73K:*O"[P\7Z -']?*YOC?)VK[:[4 MGBPWS^8]+;#UFM1;-@'78J(+:DBY&7"(D0T)F(PBR#[D>G=RONH];)'HA[$H MW;"W<^Q$W$"?#W>.HTCMYUG*Q2!?]7B]XXMWNZU+]A&?ZIGHG"(>@HH]MXHT5&WR&31B&Z1*%PK7B&K M%D-3!PY7#QL# 7 ,J%=K_1X5DK?ZX'UZHT#DN:FDE&6Z8OUM\!C4\QPJ:8BD M9&<:K-$%;VG2YPZY),7UGX?%(LH9^2]]%#)"(=N&0!"6..N.Y?$+KZ$:Y(-P MSBU4,Q=NQ*"Q:0B(GB+_/^RR/-V._*3/TU!-/N&3-]+9!ZY$9AAOSIQ\K1> M-,LH<(1\BFG?B(FZ1:WJ-WWQ8;UN&I"$W@V&W,_BA,A,I1P_&7@A1X4(O0S\ M@SJ=]2)OAGWW[C1>('F.AMAB%L>Z=FZ'1YK1/?9R"0J?/6Z]U9D-O)/'U'!!!BW>/C9^Y5B-L,GJE*QKAG6 EI]S&/LEX9L!)L)[SH)GQ_$" MT,/TPO+2#1)11&:\AO/G_)/-V9:.NUP#W!#2Z6$[>^[B!>$;Y;TX8>9:C2+)+RT-2JJ.DF?]@X;AZ_]AVGH\ &X-X_D4 M#8SA%"W2UBPS_,^*UZL.RIUE6[[8O2_BVG.;4QS+TD,$T_O%L?7Z70!05@' M/"3\SJ\B+9*\IW)(P4\/7 4>Q38#%K L/:#4U;(__[B_*3/D_S--H?\[#) M66\WMNC@&\N//"N,?9!>GN[#UZ MO&IZM%HY#L4M7\<@.K?]=-0XHPB5[8A M?_;6X"?TIGPAD-4L>(2&1(\?,%>]+6PSBG!'F]X^[X_+T\4Q3 A@^'B>)^+YM)L('ZXT!+5K(.X;CCI<7UVC65T.0\]+R\HU[:WG*?=4+%61\5I9_9YGH8J&/4\>G^,.5:OQ2!=1"* LNR,3,A47MJUDLQMU;[KJW>K-?8?*G#IN*NK\!Y&H&0 M6WM_W[17Y\DKW9GG G>>;^PW:^R$D:EIP@PT4#>C48V(11 M^@@D;"MZ7;@E]G8%D+CZ&#ZIŸ>#91]81ZVRLLRP<=QO3S#%\>DI#]*(^4@^4) MC)JL8=UYQQ7+%UGMOY^4LIR#5S#.%B!M^MB4,6:-)EHWOO6"]X'FR>@(9(-M2>]=9*^9Z#9XQ0#]4BWW MS$6;=`[@P@?'XM7F)8[YTZ-XIFV]1:-BPTRJASG)AD9E##]S'@,C,SX#+@ M,N RX/H;FNM,E^N"48(/117/1Q!(V+\9BII;ENAI85_EBBL%6<+ >2)DYJA MB^KM2-&2*$*[)2U$[^%+1+2EB1A=K6!<8Q1"?2V%(T.#W4?#R^_\J$<]!XY=R",]H)B]9). YS8%' I]?I9MQ7'T5WI_TH]AEH/MQ3IB77'+(<7ZRM]W]_=K]N*- M.N]/GKU.@83>,*8+91*!3UCC[_-S?" Q.00.CA?7V:6[2?B[RN_R]KG&],X] M1_2,'T&:96=4RZGSUND[GNW(\G,K(,\GI^UMQ)8:9F9D!EP&7 9?9709B%%<4$122%" ,2\S^3O%"+QBW MN; /4:BESEVG/YDH4+G"O%$S'(1K2Y!Z@,(BI>[3;29F:4',((EX8E]?\?N MP]I_*=XY!V[:=E#' \^/$41N9SCTFS5" LM"[PB%.Q=2")2N\JP7L'24Z<"% M,O&"\,NH/T;GQFZ>!W&Q;+S/P.8#[A6 RN#$S,S/@ M,N RX#+[*\P52IZKMT?4JW%<5US9[WD1,;=.<06=0BU]8E^F2*5XXRHQQ0Y! MB\]Q7?IJK&5VMRXT.*#K_(6^3V\:^R\!C/,@13G' [TIKC.'=],6N\O+X[I_MC(%""(>$K_3EN;Q,! YZ, \)BR)7*[NCS(XZX-_Y7G7-3VS[N[4]S4WGSIW7>?3,F7,X M?>8L3IT^BY.GSN#$R3,X=ORTSMF'CY[4.?3@(:;C.'3DA/[?&3?GWW]S79XX M>1K'3T@]'CN%(Y)8=ZZZW`_PF-8M?X^?Y3/,S,S,#+@,N RX#+C,S,S^(8!P M]MPYA28'&)Q1*" 0'#AT#/L$!G;M/8+MNP]A_8#6+]E/]9NV(O?-^W%!OGS MSCV'!+1.65VF ZW33EAEO1Q12#V. W\U#J_*2V Y]C9F9F9L!EP&7 9T'U-(W2WE8?]F>/6^BS4S%.SU0[.>N?KKWP%$1_D=UWB=(M[1!@VKKS(#8I3.W#;S(OKQ(2%N[TM6;L."M*V8LV2SSK-3YJS#^'!F_873J M:OFY%E/GK4/:FAW8)_\)]M9)XP>.^&HR_U7J$N"%*&4,+5QZP&%J37K]V#E M([NP?/4.+);WQ?SE6S!K\2:IM_68-/MWC)N^%J.GK,*(2;]BUJ*-\OX\)*!V M5@#8QJZ9F9D!EP&7 9E.EVN9*#N*-GHH3I^Q;5[_[H4.Z ('/2?LYXM6;%-P MFBG]=-K\#?J.F#!S+<9.6XV1DU?*_)V&06.6H=_()>@Y=^&Z#IJ'N'YS$-EK M%CIVGXYV7::B=5PJ [(FR_PW"6T[3T5,G]D"7ZNP:=N!?W1=TNM'N-HHY4Q; MNQ-SESK :?J"]4@5Z)PT^S>,E[H<,W6UP--*)(]+P\#1R]!G^&+T2%Z A('S M$"MU&=%S)D*[39>Z2T6KV"GPCYP$W _\.J8@FY)\V7\;M@+J=V'?@F'JZ MS/ZML'5>@8O>EP7+MPI0K<(8#NR8O0><\1/>>C?#$F>C0=1K:Q$\1B)H M[[4_-)^#'YH/1)- X;A*Y]DU&^9A-H_#D"-9OU0]=N^J-BD#\I^U1L?-^B% MFC\,Q+=!(^1Y<]6+\T\VOC=^W[1/@77DE-5('+I8YY"X_G,0U7L6.O5P &EP M[&2!J(D"4./P4]LQ:!8\$DW\A^%+[V1\WF(0/G76995O^J)"D]XHT["7O(<2M4>J+[FC98:QZ# \<.JZ 9V9F9F; 9@0[<9&#MMC01&0I2[+EMYQJ8NG[(>@]? M@A_IZ_J.OZ0\Z_ZHG+3WBC?N"=*->B.DO6ZH%C=!!2I%8^" MU6.1MTHTWJT4"8_R$[8G<8A9Z5HY*@0+<(C!A[EY&>Y*$F1 MCE3V-J1REZ7R\GT5Y+LKQJ&^B$^N5,]>LA&[JAYV&R I9%/GKD=@]!04KY?H M>%[YZ/_]KK^B/%I_E2C67]%Z@E0/* OMF_T[CME>>W%JW8BJ#H20(!/5&D M=E?DK!PO8C\:F028WBK9":_)?/;*^VWQ8N'6>*Y@,)[.%X@GOGC$PP7A+77I)77JEJTM?/)3=#X_G#%!8&SIAA7HECQEPF9F9 M&7 9%,'R MXGNNU.8F4UM]WLN%0^39(?H=;W_8"9E+1:CHS%$I^QU\AJ-[\D+,7;!9QX&[MP$4!-E6 JU5L*DK6[XD<%6/EF9%2GG I3T>\^D%[+<]+\MVWK"S.]%*A$/R? MC/4+Y9'OS"X028CE-J_$(8NP:MTN7]2J:_DI=+A>*Y@FV0,7..\4#[>@&NF0LW MHEV7Z2C7N"_R5H]7B,Q4*DR%Z#/Y6VMY'O((<);))Q:4Q56>0!')K;3.7BL> MBBQE(_6[\TD>/F^9K'V;T=&X-Z-$O>[(5R,> M.2I&XQWIIR\7"9$^&JB"/X-Z6WQT[G?,_Y[Z#KCR>\Q%[Y:C!ZN!/B$C=/H M>_]D8W \'HERCWBCV63?DJ1J+MS_JA.<+M17Q$21BQ4?Z8/IVN?Y$\9-1P.0E M$9;O?-P)>:I$HWC=,JC0N ^J?S=0\C $;1.F8XR>X=JMA]7=L?1GN'H.78)F M;<:@MI2G>K/^4IY>*%JG"W)5CL9;'W;$<^])>03V,HBHO9FRN,KS1%Z6IYX> MH\DK=5;\\VZH^'5?JZ@F^4Q^^>9GN$Z=PYK-NS1 M+:8_AHQ!8 _AJ/N+HY^6;]P+A6MU1N;287BQ4!N=?^_-Y,Z\?REP%9/WS5\) M7.DCA.[>=U0CF[;L/*ZQPCF?0B5MY>3!#O?.=FC!P/KS")N%SSV4H M]6,2JLH[J*2,P3R58 .!6R5 \DS\8#WHXH.O:]?@1N#+F#D#E;PRXS,S,#+@, MN RX#+ANT+BUZM1Q>!KMA^J[D00&4^Z3.W1. 5Q8R3XOX(?04JME9@P,TE>_P[C0>[1*F(3QQEN1A'D9, M7H6EJW;HED=W10[(VL%#)S0P!?L>#]+']}V+\)ZS-.*;9\=Q&IFLTM=]D*]ZMG)YU>22G?SJ O+[R.#P-GG@J7Y!Z)HK43M"S6M\%CY2Z&Z_1T<)[SM0Z398Q GG I3T>\^D%[+<]+\MVWK"S.]%*A$/R? MC/4+Y9'OS"X028CE-J_$(8NP:MTN7]2J:_DI=+A>*Y@FV0,7..\4#[>@&NF0LW MHEV7Z2C7N"_R5H]7B,Q4*DR%Z#/Y6VMY'O((<);))Q:4Q56>0!')K;3.7BL> MBBQE(_6[\TD>/F^9K'V;T=&X-Z-$O>[(5R,> M.2I&XQWIIR\7"9$^&JB"/X-Z6WQT[G?,_Y[Z#KCR>\Q%[Y:C!ZN!/B$C=/H M>_]D8W \'HERCWBCV63?DJ1J+MS_JA.<+M17Q$21BQ4?Z8/IVN?Y$\9-1P.0E M$9;O?-P)>:I$HWC=,JC0N ^J?S=0\C $;1.F8XR>X=JMA]7=L?1GN'H.78)F M;<:@MI2G>K/^4IY>*%JG"W)5CL9;'W;$<^])>03V,HBHO9FRN,KS1%Z6IYX> MH\DK=5;\\VZH^'5?JZ@F^4Q^^>9GN$Z=PYK-NS1 M+:8_AHQ!8 _AJ/N+HY^6;]P+A6MU1N;287BQ4!N=?^_-Y,Z\?REP%9/WS5\) M7.DCA.[>=U0CF[;L/*ZQPCF?0B5MY>3!#O?.=FC!P/KS")N%SSV4H M]6,2JLH[J*2,P3R58 .!6R5 \DS\8#WHXH.O:]?@1N#+F#D#E;PRXS,S,#+@, MN RX#+ANT+BUZM1Q>!KMA^J[D00&4^Z3.W1. 5Q8R3XOX(?04JME9@P,TE>_P[C0>[1*F(3QQEN1A'D9, M7H6EJW;HED=W10[(VL%#)S0P!?L>#]+']}V+\)ZS-.*;9\=Q&IFLTM=]D*]Z M

C6Q ?HCM$*HF\F7XM&&K1COM]J6'4+I$> M5J5)/\,PM5[31_];[>5^4K%A'}/;I(I:\YD2K2SU,#F]BP.-2 A10B*&^6MU MDJ?>'F(IU71^Q.GCIC>G=6"KJ!-B+]%G;CIA17UWHFHFRV6B;'Y9TN1H29@' M:7XTW7#:M^\U(M-O[.=*)"::'B4-D>C.-44B+94=6U3DJ:[6=.+Q-P;*LQ\, MET:?CI9&2G9?_&BD//'F("ENM:0Q1A"S^+ A>)AS!CE%?DB/I+,AUWYP-G!8 MIJ:?D6^P#224>DD:@!#-)+63*S @6U?[[&P"_G8<0%GTR:D$]>9'VYB,(,O(M G:V\)/4+L;;>R4X"H-M34]S\&&O\SIVEG/^8-4X2R=NJ'HYIN]BP^\X /Y0 MTDJGS)1(I$>XSH-Ph>1H?1S7?_$Y$*YP-=(#I'7W^99?SF?Y,_"F$U6C*+6A M2[CR^$^X[JK07I[Y8(2T[[?8TBW22KB&3%PKU55'17!@Y#)[A,LC7)<:X4K<M)8D\T@2#Z$9H'#!P?;%P(TD4[%=_9:#4T_6G ML0;G\RDUB.@"D"M/O5.,*2#S=:)X>C0 8 ,)O5=!!JMV3[PPUTD6C!3III4A'>Y6D'J-2K;;P2/MTB+/RVASY=P 1ZI M(?QU[R']G /6QIE.EA!5:LN(@I)&180FBR]ZD26@A:TG*92BG&FB^G(#(E ']'RW-]SB;XE%9%V\ZO6?V]M[-\.GVP. MZ_LJQUGZG*5"$]&@%M92 =6F%8^PQB>D&9*:]U;89(NPA'69*ZU[S+/6_U$]M%TB$_C]-,&A"\VS3D9:>=G_E&-5KX4;>DI,#)X(3Y&B7%-0_4"G&.AY^%#75 M" 6DB9JNM YL[X][G'186K@3QO0N.%L^B9YAC5YL?W5_B#3A(+D\C36;/$^_M/\PB31!@HK&0!M+S(%5@-2):1/NN+A0A=Y>+D;(->LL+2JP^BIXFL7T7Z1XL M-]TT4(DO#JYVO1?JNXV1DI#?\NUL#TZ7AV"+/-)LI;+]JTX#EI@<@&=3BPPA MWZLW_F#.?@@H3KN'?7:'J&36O,G8V=Q.RNB-^G-\+\2\^JL#Y1DE:\\V&VGI M@1! ZOU8SSM*M96K2*T-"$K"S@:=DFN^\W:UR0%*LDG-1/\3=:/>UG'P_>,1 MKM0(%Z%;.L"DA7#M\75SH6CO$25F,3OV' W0 G7>6 M)JL<+;2@OAC@.6&OBA!7Z5QOT, M,-%-*L$SGQSX#I7_%8TT0TP$C7MVT)$8==)E_JLIA:2.?])NFK7J/OWI==93 MX:6>4N2)3O) Q6BYN42D@<[4LQ^D_CIYN:5&0!Z*@ MV,D;'VUKC0/H0/AH_6[6&OS)MX?(T^\.D_JJ^YQK&@;8^CY2MZNEJ)$NR/MD N]=:-< ">#Z\D'T.),I;D5GOSTO@S8:8=^S-)[\?SC"&T9-]-2V_+5BC>/?4X% MRU?XG""GKZ,#'"$33EINM@6#P#X_\=80TQMT,H2\01S#NLRST@?:O[.NW!G8 MJ/EH!:L#K7T\=:1WZ;JBFQ)WR73!*36G-/DAO3&\ZSP[,SAOD7%_HUMFVY0< M]%<"PKN1PIR[1DZ6BTB>YBVACE. MA(L.KW.7;K6Y@V%),[RS7#NK 4.7$A&B[J^>G@]L5$@.V7_LY];,!SM%=D=BPI6@9T*<]/<:G:1YS$R[G@&2@APGIQ?<)A[]QZVV MNQE)#>9,XXQS^P@D3B'DST[61YAUFBSR1+P%"%@O[!!VEJ@4UQAT4%M#[5U0 MASE&MNN^/=2:,F#7KE.=040XJ;1-YG:U+ZH-B7NNV0BU;PMEWO*MLE/E&HSN M$:Y4"!>%KY_&3K?D%=,VTD QL*5.XS%^^O] M@.3A*:+]I4.X@OPF7'=7;"\-/AYM+4WI&..O(D"Q<[<&"@\@Y';V\9=P 3)(M=PI5Q;W.BW!YA.L_2KC:!2 MG)1KT$=>#1QO1@[O($7EW%5"&A0MSNEXA1X"$-#MD%S^]UI-D1JO#K1TNQR^ M.H.DHEU9 YQ4%XQF406-W#M#:U]:-._QHX%!4MYEN_Q2]X+6TM1)D?Y'$3%>#DR#-W@%])9WN:YX][:_#0 G!H&<|^;/QFCQ4:0R:X4!/@Q4/Q-NDM M>'4A8N@9B-B^QOO2QU&C^$KI->(E79A*YD?X5WFRIMA M$PV %JW;Q:)@D->$-,.6R"R6'Z7=N$/5HDS'9MJ#U3I:RW*:"E%C M2LJO7]$M):N0+;K<4<]8]L7>=L8YZPGZ-M :0Q#-9#[($9<<^{G}J8-NQ=%+ MZA=KMN.'O?+=#_OLV:;[LV7[K_;OI"LB2\@$CB72^1ZLVMZB]#_2PDG("$Y]GS9NEUVQNA, ^_,O?\EO M>PJ:2CVMV5FS=R,G*@[N;$UWSB9<+L^$!#*$'-Q6NHW=L\;%W;2+QYXDMK/L|Y+5.V7^ M|NUV>3Q$'$))YD9U4BI51]^@ZY EB3TW.YLWR-Z!2!?[W4#7#7P-1DE*L'J\H'B(ZC_@[+@KU^^2UCWFJ[!V\1U(_P@71>2/MOS7$PN/44I%*XF]J'XJ!\"J1JJM.$:Y OPC7/0KX7OITC/08L<*,O;^$BSL/ MOM[VJ_11 O@\CMV$>X4)" C+#.'N'R"-=_DW"QQFYJ+8 T:A//GNU"YA M_),ZAT[J4Z0!DAJO#)3W(Z=*UR$K3/GC)23M"%* (2,2A1';10_$A+2RV4H: M("[<;56MR0"YOV)[(W8 M-:6N@|+XRWW&ASE#|NB81P$YJH1T1KI@K=KP@P$%/'^TJN:"4F2+YC|[4,* M1'E85]X-&0:@LBXCIVY0|+[IXX!].#5!DQ3[SXRQ(GDIV?S MD M!N$BYPE.ZR]3LFUP;-%U MNF^D$G'1;ZMN|^USW,],ZON2?C9;I!(GP?1%7QN08C^=B|@SYN)C:FQ(RZWS MQ@##O"!3!)#[Q)N#)7^M>"MTAP!0VX,\(+O 11Q7K F1*:JO=S?(D;M^WYF.H(F M #AGR**AAG#K+L.WCVN.@L'&4X+WH^Z3G3H M#MT/[I".4 &09X:'7T-'P+](%M.1([H7[RN40G6018JIVTI^SYTT MW!MUOM3_62K[J)66_HA<)=41@XA&C U+*WL0S"5>8U37@@0&4^'L@2>TCA8 0*WG):25<]U:.D\:J"&C]M"3CWEW'1&D*#$%H4 Q8N3R/AXA!C%"*[S/;'F]XA.N_1K@@"2AG%'-XEWE2 MN4D_,W:G>UK/!H9XG!]04@;9"HJ;;43BL|^_,R(#T'1 P%$SK'C">?@SGC_2 MX3 2S %/'ZD8>._Q9%^>0IH3[P(HX8X=G&S4D<^-1!#@=][.1A&OT :.=U3A3 M/T!J$!{0[*>E6P29!YCTFZV0!T2MY<\ZC[R&;IYWO*&Z'C+;*0;7I<; MGFE=&4X"'"|W=\X $RBO;F+MNF '*W7$ -MYZ@",R!P#CVA5(M+E$=(@D -](/:8Z00&9:IACIHEZ%&JJ7/AECD00BE>F1VNI>:,Q[0T):*'"@ MLFK(UO7%(JPU=I*X.:%.B[,!P0:14S])DX<%*[9;2W/F#\'! 0S6X"S^Y2,D M//P=|^!G^%F<*?PNZ6G-8V>:7-,X(2'-+=!']('M)@A25)%Z^>BI1AJ0;ZYP M2,H10I0'N2"5F4O.JZ%O%4SC[+DB?T)=FA-=#[7(.H0:D@ 9A!Q*$CC[Z%3D MD<_$F8'.0;>YSS$?N>'GL!6L+WLV>L8&DYO:KP^RQ@LT\LF2"D8FRD6;]D] M=^FF-U_?!2==6C,+W,9,KG[DW=E["'"-G%.<&V).Z.NL:[4<3,[IS9@MH*:65M4'T:,]WJ9JG%O:>|TW3D6EW;C0WDG]!/OQYD? MI7:E>>P,RQ*[F69'.O_D"(K5]ZJ>)"NYAEG3AWB6T.WP,)(S(9U'&V//[6 M8,E=HX-=67>=;>BWI^>QYUH"D=5$VN[8DU&2>]-IW(R992C/RP^>> M*=:7 9I M@UTG%U8]*[5/E=VR=3OU,*RPF[RO*ASI/^'2N=Y7I8.\&CS>/(+4H/A+N/# ^ M8*3((2:TZW=G'-_WTBFHZLO]S .)M\|0;F9-PD>Z!DDTI# _G":Y]"FB_N>B$ M"Z7).0%D."V7EUM+VKMUC:V#8#)1%Q<,H(QI!-%4C1O*//67^U"5FI;,%ZI M15T @ @] 3@C7SZ,JK<*'Z^$D>L)[7-=(!=L +?P$YWEC9)YO7&2. ^SKDWG=M$I\@RX@Y2. MF[7)#"_11.[6H85O\OK' 7D828JWZ3X&:-[U\Q_612H]T[HRDG Y%VH[[;X! MB$?^/I;B VCES%)'0#, FJ[CM2J !Q? Z?E]IW)O<> M/,>/GTRU8]?Y$B[VF*Z-@$=J]LA0J:#G[+IBK_'BDI?T3@=N\ M[5?3DYP!AQ ZP-%MK8[,'S; =] BSIQWB!RUE-POQX6_3O0FY92M+':I=YA4 M:3S@5"V7OW=MIE;?@Q.#"!,DDT@%UP70,CREK!,GW3'$SB^IQO6;#K>(]1R5 M7XC63WO^.M6RG2U+;=]8+W[VX*%C%C'8L&6/=87$X4*-'!'XTQTCCF.&]N;W M58RQ2VH'*2!. *;_)N'@.B:;? W"W@F?+]4BK7?SW9&0P::]5"_5=6:D"VP M.YH@ @!JSLZYU,>A?[99!@0*:-5.K5'=$]-+I,A(8H8;/@N;^UX>4VQ%M$\| M=+<_Z^KOP!X@RZ3*T>65ICITUTS--M)D@\8Z!>MTE 8?CK+U!^NVD'7M97) MQGV58Z1QRS'FT">8X$9FS]2;#B'\Q^9%$XVGWQMJ44"W97U*6"-KWC I5J^' MO!XTP<@^YRRQWD>^<>YW&;)<'G]SL#DU:9!Q>;*$,M!2:+F M9.0)'8T?G+7\'X784Z:?*U#E<*1O; MTS>)#7SAXU'&A@EA^PMP.6B+%! #C.OH8+O+3"77C@?;7 MX[O[M[\LU0#O-6%[OXLT?6M,&A**@:Y >*ZD=D(5UNI]_YPZ3QDJ:7 9 ;" M18W/G*5.-*G8TSTN&N'"':.,)XYSV&KE27FXYUE((, *64V'#^SYL[> 0!2XD3^/!&FR\]HV)$XPM5 B2@U()QQO(8N<4CK M..E+*^$]D>FQJB>I8V,>Y.BG#'H2&I04J-/9V@CCI(+IZ66XF(2KL2@AK5 M5E)[D!%+_50[5E?MF?^$*]K *EYJ])D!K!/_G->3%/)]SBF%!4+DAF+ADK]6 M!P6.@PSL(QJ7]4V\HTP[_Y$MK!9S(OSR]G#RXT<'(&P)*JEN' 4N,7$-,B/"A[W$^9MVZS@#_K7?(8H$X0(@ MUWYCT*E&)6>O4: U(KBQ>&LI\WPO2^UT@6E2>I"SC_ZGDRG1!@C!F?KV5(1+M"==CS_8T8H13"C+BWLF6=@?;O[YTQF,&_LG(P6EC):0*P*^V*'OR^^\ZNF@4 M1N84-85$_$^<_"?=(NS8(^P]]YN1"GQCB4B+^*:&RR!<5P2TE'O*1UE'19K# MX"SCOBUT)>F3."<@6SB[. -)942XV0\TOO@X>IK5DI&2F"U_:#)U@XD(5[YP M:\G^TL>CK<.O&_UCW4G%(_6=0 1U6T6>[&J--IRF)F_X2+ XD M46- 4:KCC3GFUW=B,.8NWVI&M<9K@]) N!QAIW 8X+1(QW 7P5 V!?0POU= MM'GVNTC31[@>TN^M_H@ZUY%;JXW,B?AHN8%99M9"!>&*J+K_(M*N-P&!C1^ M^"AZJAJ+>+F]M!/I24X!)UQ*W$H-XE#?A;P_^]7<)VGO=D+7IM#XV6HLNTBN MER=&K)6=B\/X 5@2\0GI0$@=3N#(4\/*9DB1?'L:%[@J8)U[HG"(TDC M B)1 +'S'0 ?YHQSJ/ I=9X!X_C5=:9+"AET*.Z_?92[:1)BW%6<\?Z'SIR M+-WD,Z,)5]H= R?-68*.YBS?42[&[%NR-MUG_R!6YYN.E"Z# MEYO#Y\C1X^<5T7:N_SAI*=&T^$?G0]!N*-'&OJI(!>E$'[FSBCO(+!TOG>I(M+?M R001;=JQ8X_.3-,,M*9NX5DR]-"KBL:9A$9.L#BH*"#)WN'TX4]0;>E M5'_I7(MRW*XT>NGC47*?X@T$C]HB=5BNC54:5UJMT:2M>7,M^H^SWHMX-1(M:6YN@YA;2[6Q+J?-VDZV&ECT1V+GTV4P,0P&QMC)][[T"%?NFIVLCHW4Q$F_8)'E(%;P_A-7M)$8* .DWY# _O^FF_WP6U +]ZB[6LI"YSI+(> MD.P%(_PD>HX2P!!1[(]WB|XW_A(NT@9H*-*FYT)YM'[:"1 M1U(\%K'@\FER#U'K+"U/9F"QY6[DP"(&#|BXKFLH#HTV:YG=@EH\59V,2?I M5URBB2Y-ZP6G2:7WD!)"2C/1.8P[70MIOY\RX2+"P%U@;G<@82$R,W18]:0)HZ5&[4Q]*B(99)K;L+=]FQXQXH,K9(M'Z7Q1/G4(KMU5<._FV.^&&3UYE\$LEQ:\A23&M6TLD=BI4:]K':]U\LO>U8 MND2Y3"[5%N $?+G%&"-/W$F7:N15"1=1+NZ:H^;OAN*1UK;_X6H=Y77%HW1$ M93_C?7>'N.>-<:Y0:0M3\T.%D7.MFCFD[$'=G&YN.\AJ :X8)Y$W*'W5ZJA"M?G2[RKBJ+X5._L WW M=Z! 72-6XR3^ZMT2-FX);JSX4HU)C<\$BGOZ48"Y/ 0^7LQ*:E]M%G& U#N MJ;Z2O5#;"%>>FATMQ6;>LFVF=/T|_!P*C'%8YWE2_)F>:0"_R%2H>32((I*> M1,&G-S(7X:*#%*'+CD X$0CKTRKW8CX4&Y.CCL++7Z>S_RF[Z4RXZ!8(V.<> MCY+UN\M5!4)3J.-PSEFV?&%2!ENU@&J]\A5UN'3K1DY7P! E(P4*;SW-11X M<6=*RMZW(+OPE?NQRK_06SYL,\5:"Q]+X7X8C 3=_3 :=$/% WIY"NOO%JYS M=PMU4T0"(9G'?076YS-GMXX)>0A2W47;7NY32ED'.9[]:Q1,4'M&XP.:9^S= MGWYWYGCO0JTK=PGCSV7"_ =)$#?&\H%BD/5HJ1M\,FF.?==, YG =JO+'7 MR'''3YF.M"0]IO*?74R:--[+]OY=XNIM%Z.B\1X:)PX<=X1-Z(7:6?IAQ%=YNB^;STM|<]-C^4](@^)F2D#U.+N<.FM MRFM.A(=(! UV>HQ8Z5R%|?O!=#E7W!<%Z0K2,TNJ*HTALJ52R|>%T%R=0>0U MJN="2T^E-C]ZCV@*XU%N_IF?F;B5<. %3RW9R[XKE7CD<%O\K$F9K^UC] MGI;BZ70C_-,7'?HWQ<@F/S-[R3?2J/E(>:!R.TMO]XMPY0V3$HHA:=(#P2-J M"WFD)PV SE-Z$H;DF+M%%&U^_1\/=MTN'T6*?"<]_.IEW-MCD5NO]YMI48E MG^VF9"H\E;L-G=1"[C0L4+NCA"J6PK&);G-3V2^;L6B+7?@&.+D|=Y"?R12"E6KYNU0>96>W0"E]1>S(?4%^2-^W#N MJQ2;IJ8TZ4&XS*@I0#*OLH)]+K3$TYI2BH-;4|#]>-R;U59_C[0+E'=ZM24G MW0%G#P8&+S&=H;*FV*[8(8%XGG-7BY/Z"L:'*ZGF'A6 5U*O!, ";YTM=)O() M(4])SS@1!6#@:31/-]LN(%##&EJQML? |C#G+DKB3M<'JK6,16]Y\R9Z%_! MQ^/EZ?>&V#T^-#Y)K|+US$NX%OL(5VP:"=>L_Q3ANMQ-D0IP+F^F;H@4OK(O M]** NV[3S[[F-.=?MT>4F[4EK;5JDP&I$1U3=^]Q$7FI-M+XTU%VGHBXG,OZ M8JN)9L3T66S1.|YRC@*AJ8!K)ZWY9CV3==|98C4IE 50LW6>ZO?>$T>=1T]>;MW2S:USUUFEVDFYAP|6<6BTYDHP//:)CBM._/IF0\9^%(J?:*T\0)QR%! M!(@H::Y<5_3,!\/DAA+.9=,I1Q&#[-XUHEO4D=&9DL@<3H#S'9P-UH&S0OUE MG3<'6LVTD[:9?&8+ ^)YT]UQEHW5?)EAZ)HX#-[/E,H#WB"GKI>[;0R1K;C\O ML_U_\SAM*HL_TT-:=5]@*7.IU38D'ER@AI>YSIN#)5?Y6#](B-.^$N5QO[+R ML/@Y1F3H!.:OYYL0)<"AH2KPHG6[J9Q\XMP.9V3 J5@7AIVW.!M3S%R/FK M=*E7XY(\+GH]=6>;OX0K(%2*$DC9$TM"RE1WL@LA,OUS#BM3=$DQ9TM"RE1WL@LA,OUS#BM3+%?)Y^?YB"F_Y6J(RW*VV-6LZ?<$$,00H31IE<+<*K7-33B4,LG2:&]4@ M4Z,)Z<#+GEPGKG,91,-) ^<38$77C?A*,4TKI#F[!^DW%6]D%MYTA..#X(%]6 M5 2*#H/4EP;_'P /__T.E#X@ 4O=)1$%4[%T%>)7E^V:4@*2*K:BLM$Y MNKN[&Z0%26'=W2S8V!@P!FRCNSND&Z244$%%,< @YO_Y/_?SG0\F/[;S'C@; MVSS?=7V7 MLYW_>^[Q/W$_<3LI%:#(VG8C4|*(^U ^4I:|?W]"?<=F1E;4]% M*CM3Z;I>U'Q@+,4O.4RW?ON+_OS[/OW?|$S7^>_I&;6Q;QDWS64L4.8?P\ M]AD^#_[]4K.5*:Y/S7]%TTS$O;2=S_\3O_||W_\/_^0-_=)LV[+Y GE'; MJ/F0.92O@HN1>+GM7:D=QK[4^/^L\@A> ,=//D-F>NZ=S^5=AVZ3'ZQ.ZG+ MIXGT1D-_RF/C:%BG)SP/_I[_=6Z/M1B2#Q-"]@@[X//RM 7WRD(7:+J7!E)RI0WD'.4_IKB7L:6?%_K:SM**^- Q6W]:ZO6;2,/NEE+CR M&'WW_>_RV:FI_SSS,)[Z)4\Z=?Y[FK_B&'4:E4#Y^?ORIK>N^OGCNW E1RI> MPX5Z3UA :W=\23_SY_S%\F#*A;-Z|MP-FI5T@#9YQ6$I5.H53P0K.E*^<0X;?MCW]_G66Q?-M@^LQS-6W:WVW_)U*!#/(US7TFKMWYKS-W]JX#UAM_TMXC5VBT\W{6=.= MBE1RXCW.^#S@#.0K[T15.D?0I^ZK*''5,3[IZ8=GWGOHBL[_OWJ??^5WCEQRB MUJP/WVOL1T6KHRFG%Q>239L0@_ZS3[,N=@^_*R_KFD(57:BDK1?UFYQ,"2N. MT.'3W](OO_]%5Z__0@M7'Z-Q'BNI7I]HT=LXOU;6&9^C\NU"^;.2*'S^/CIV MJCMY=G/(.]X/GW6'967EEC.L4Y:PW(51*3ZW&>EX/"^>N[BM)W4<-9\"XG:) M7L-YQI4'@KQZZY?4=\(B*L1*+C\?:BNE#5-P0&=[+.&F@R(I=?K^8HQU0Y:^H>\8 5'>JVN)U5L'T*,3OH&U: $&8< M7!7KRG>_4-2"+ZC+V 0Y; 58|>8Q:ICX77E(\]O84?7.,R@PJ-4.#HQMU/IPV3E2C6Y2F!-D0?G7M9[)^)KPFRP$J"9>&E;J[T9CT?*M,L@'JT#Z5*'<.>ZVW=.H@^ M:.9/KJ7Q%"=, ^7W$Z#A0NQ'S*(:= 3BU/_WRA\EKBM_Y\JL?:>;"_>R0QK&R M]>#G<$YC2/YW'?.S/GFYAAN]W]2/IOJOI0,GKM&-F[^SC#\PZU[#;QT]6=Q M]LNW"Q%C"RM%^7L,_Z8^_[BGKMXPN.(MP,#RBMK(^B3 X M=AF= SO6CX[T9@-OJMQ!T[=7OOV%'CSXQRP T *XGC?@TIT?M^[^B/_Z\9S9P#9!R^=M;['R=9?"TB JRG.>SML_8(11Y<*!B59RHZYAY MM&+S&?KAISL2@%"]X#S"0=]QX&N1V6:#XOC|^)&5C7%9+,#@HVRK(&KSR1P* MG+V+SES\0=8$Y]\<#BD^YY??_](=G;K](BDMQKX4*%*S@!$;&O:- MH?'L$ZS9GC[@&NFTC &K&P-7)\-:VV6L]_DBDEK3W!H."ZR8 [0\|UR "X MFI@&N&D*SD[#I0V=;!-'CZ8K&31\|\9Y*\X.> ^_N9G6K[I-#F%;F(=,IMUB3<_MA[N<&X(5(,>.\M_"E5WIE9J>[)<$4+5.X7R6-](.UN7P!7_AO<8^^WDV8M4 M=>-GBZ'1+BMHT9H3[/4.@09"'_V MXD-T\0W:P?KE)OT^YV_GPAJGO:"$?B300P")HCL09<5!2JY)0!$W]@8O-\T M0"+E\U<<$0?@20[VK[__39OW7B3OZ.W4;F0"O<3&TKA^LZ-"%9VH5"UW:M0W MFN)2#DKT\B\S9;A^X/?%\X:RWJS7>Z8 R+S61O0>&WP Y8];!#KC,VBX^'0 MF2,*:@% "K*C"+(.F)), M15C."QB+P /TL-YZD>6R\ZAYDIU%\ 4!'%4=A+6!]H+=[#=Y$=FT";+-B-=TS MS*$H9^V%BLX23/],C<_ Q =.:A4|_0>(^55+JN)Q6KZB(M.@K&2]M@QG$:[KI , "D"F M.2X]HX-LW C'I63;+=)HMD/[>P=ZK:XO]9F4) !P_ %K)@'NS)[;)D-&$Y4?I_.6;(O=(:^CM^HQ.&73E,QH]R1UW(:3[:[I*M@B1"VP|%*NJ\"6S M$NLY/E&B'4#U*B4N1:JXDG7K8&H[? [%LD,"@*=RQO42@ M\2#TCMU)M!GGO M-/*C?.404NID5UCE1_)8K>P&N]!R&YWL_Y;.;!7'1Z$7(*)S ,BT"R,K&M6$2;G2N6;^B#CB/GBISA>Q^DIIK-\4OK[!TS5VMVA)2'HN; 52'IJL11TR+ M+K]>SX,[=+^1WL6VJ]^60.00,$.. 8#IV^ MA(KQ.4>V./VLBPZX*A(12?J.&*N^!C?_? ;W?GSKK(.0DGN5]=N2;"S,9_Y MXC7=)#!F;%VP=B]6=:7.8^:+#.|^?%F"'^;40?"!;K.>0)D=Y!W9M*+5W#+T M1[3,BJ-D"KKQ&0V(VR'/EA9P/1#===I].\#Y.\U]"'S7WIY*V[H82R@P"2BCSM+.=$U;I&TF3?=;+>>.K->0$<3O9=(_(+/?]HA"ZC;)X/^TT+*2QA#\OGU\K[MGYF "S*#F V<)8#E]X7NZ>;#Y,$)NX9NI6JKC\ITJS@B4&R(_.-CV[%!7 M:!$.,"'#I3D930;.M9@=O!RNLBV7T+%?V UQ09%K=.=]EL\$MO1EVII M;.AKI(Q'BV:B;*)>[V@:[;*4GVZ5.W%;1NQSDQR' .S/^'T)57K_]*I\Y8?I1:#XJ@0&IV,,%!: MX'JIN@L:/T_ZW'^MZ,\[;/C2.G@6P)539=V]M W^$9]+ZGZ@+Q## ^*LF".3 MDJ:QA$.*\B+TWWORH[AGA^1,9W'KQ,SF'LGW69 M0478R 8*4.8=)7MF3#27'VTV:<-5\G53(N, ^;MI?8CYE"Y-B%2MFI:1[D%V#;JMS?"YTB*"DD1S^QHXHW:!ZZ5\#B6LQK,=Z%?SILYC$RDH?I>4 MT9EC'YX><.DRX\3GPXVZCDV@I+'7)7O[-(%U5FZ_'YQ[!JEK#]%,Q+V";":MY+U6VD@F\G|=0S=3\)R]DJG=?^PJ76:0!?\3LHK?P^'T*#;S[>3D=)X.SG? M+U=WE031&+:S*#.'?3=GV2]C5660N[F&Z@Z^^X9@^Q'_9/ %^^PWX!S_@6_M,|H*|V#!KK!0(^W5:BBB%,%4L**+4E]0S@9<#E2ZGC=5ZQS&!V.U"=]A88[M* ,X* LX:P,:O,&O&KK*RF.!V([*%?#777#Q5-67MEYQ<&/T2QN%N$Q MI4_.D5MIR[Y+RN5#3[OG<'90HM& Y1+?;;3$A=^A6'4W=GA"J?NX M!$I<>50BKH\#(C@\D-3YV^0]\QM5*=%+U1#ST:K@;93]L.HZ:0RGK3HB.5K7YD!V0$J#O>833,OJP92#E*^]@1!=J_;B0C7?9 MWD_W7T\GOKPAK0N9L:_X3)SAF*3]-&A:"KW?U%] 55XY=X_I"#[[$4H%T>V M+B!NIU018. 3@F,]>P;]LVSC:9KBNU8"1%]YHH-!WZ3Y;/R=M9,0%8 @!\|! MW0VP"EDWYX7]=PG;Q+9E+KW5R(A\Z8"KC@]U'#U?Y'(;^U'/W!!9ERI3#-? M&FJ7(J7C?T@0RO2LOUYV!_E !OBK][?HZ)GK["J^31MV76"@\B6MVWE>_GSH MY+<"7I 1@\QCC]&'O&*S!F9J]8Q2/-\.]'H=+ZK (-R>?^\$RPAX$%+-6+:? M]H+,[N)!]XG>3G5ZSE1*1CW*PKGO&F+I13YPI6?*]>&NEW9%O0H%B;/[!P M%==<#K@T!0#GH-WP.>0;LUT46ZI")!8'"6E^"#/*%RJV#95%U5"Y<< %IZC# MJ 3IC8"!477(<*!0_HE^NT\6' S/*:3G5Z!+!W^VET$"?-M5O+PIJ5O(!JM'*-/.G9@-CQ%&" 7SPF(.*#!_Z*+[C,X72:;")M1T^ERIWBF# $"#E-"78 MP4$? Z+:'S3C<\/ M/OX!6*8UC(01\0;%[S@F"&) M";*D+U9VI%*V+C31:Y7THB+K: [GTP*XL@=0HFLMV15QWNLD@H*R(4YLUOF M %P=1L93RGK3 !?>0_9SU@[JROOY5B.5++M&7/-:;4^JVB&,?%D6]7(KJX4@ 20/;S7TD||M6*#YVB#+ M@(T>8K=$2.!POC,F0|(7WH(F@:PCQ MYQO?!\!,O8E/NF!S$!A MK51OUG" M<6&E +CT/K,>XQ9(9@^Z/@]>&E2E,-P^##S:LF-LK XW5P N-GQ0#,,=EPK[M'GJC5!P#&",HS:-GOZ/I;* ^:!) !?A1=AD/6;THRS5YR2#9 52$@ M"HWO142[SZ0%#+; _F*O!KBLT;CI1=6[S* QKLO9L%U4+G/2V7E6;3E+_2909I YF4Z=Q\ZC!:N/T>F+WYNUEMQRF0P\1D"V0.BQ"B?&|K* M#V6K;N%;Y ;90%;=^G?BGLI&=L#49%9R,6(@E'N[G@%P 6C T']XS<*B-U! MU3J%4HF:KFD<^XP#&V\W\J-1SBNDKAS&QAP4P,8<,N_H;2Q?\^E-!08EK9G> M21K1:W0)H^#XG1))QG/^.|L-:^#%A<@9=&:X^3*>])W<@HUZA 'NC.2K%N' M2'T^G"B4&H..&TX7RK--(2!2O?[Z^X&P'B[=>(8ZC)I'Q:J "Y$^YVH9 T7 M/D\KQ7#^>ML"N'('X-+D_#UVOCJ.2!!JV?TJEE!_O,$7'H&&\&.AOV0P58C MYBI2V87*\)HTXS,6O7 __73K#MU[3+I-=>$SX42C2@H9#C4ZQ,C8R'*M0T1)QU9A];#YM)GGFLHBM\7E077#.S/YLYZ0+Y0O=!Q=()) M@*O#* "NG7+&GR_@TF0& 3*0Q>%=3&4G3"\PC[7&F86L0*9QSF%+$;A#L Q_MKY.VZ%^%H*0; U@$\]YO%J#$@P!F[@J\[UW&)$C_&4C8S"WO:;^?V>9|>>E' M"<"BE#V_M;V"OZ^35#D*44AF@V>3.!VX].PA0A&I&_[X@=OP.'"N4V>2S<3 *?+19(?8L&'X,>E;0 MZNU:7;6J0P:EAAD."U8=HTZCYU'!BJ"T5YVWX"'.(-+XTP/7TYXCEY4.J/2K ML?'%.Z>L/2E,2^_QYQ2KIIX!Q3,6*&]'O28LD%+&2]=^$@&T7-D%<&E*##$%6 MS+!!*1./0&K=E^3EB9GL>-[X:" _#J/7$1?=@B4+VO]!D EUY*!Y8SI]"- MJ%$+/VGBS6>D=%?O?T-)S22?-=+K@7()'(U>KMQ@ +@ MLA.JWN)LG\^;^I-7U%8V6+)@5;8/G@C129^06MWG*-SK!\1M7Y6L*EGU_$YL%$XW]B7F*2# MTD-1]%^ :WJZ@*L([]]#P'5&F_MB 5RY!W"59> _>-H2BEYT@)WX&YGRC%D- MN'#N87?AD_7Z;('T/+VL,L/:_)2=7>]S#_?=N^(7H6\38SM3P_.)PS(:,&4Q/W\2#;-?QH!H+07.WLU^P!D9P0/&1A * MI0<$X<##4?_QYS\$2">L.'J50>@+&OCY8NH[.4EF,(',#3CLQ28GOY^TC[HE.M8#P04:O6(E$RU2MD^6IY]=(L4[H5YRX_O=^S30; MJP<4D*$#<4:;H?&&D1!JOC>H]YLQSL |+OCN>71E@H FM<^#UA/'[<*8J%U MDY18;LMR04''2*-Q$]$2;!CJ^G]6C,9"6/:?N$9QBP^)PX'4MI5">1T0,69R ME&T9R(9VHQC:;V[\IMQ+@+0FJ"_!5H3R(33EJ0%BS2@AQ0_&(LPH05F?]L! MZ>/ S5UZF%H,C*-7;3W8@#@K91NPU@7*(^+FR$ ^F3;MO2!IY6P^+),7239"(1];IP^2>YD;+/JEO_3MS;OOA*AN?"P%9H'Z:>=7\& MP 5="."4*PXU>R;<;^8CSE]?&SCC-;GD[H1^'?*->'>4R>C])9MR(X*)T!E$^ M9,W?;1JH-M0Z_%PHO<:>9-CR 89* P0\K@N\NT@SF/Q>$4P> C-(4@"VL];-2K^O&^MZ]5*$K %/;[L-7*&GM29KJ MMYYJ=(T0AS>_D>&O%L"5RTL*>;TK=9Q!$[S62) (0C$"1O@XX'_!/D9U&]BIE_4GQ MV^8L/2+52;-P;])M%5JJT[(9- M+]^_1 MJP^=,5^20\@F*?]5[AM\

M!L"%&2FG+GPOLWQ0(H<&;RNEN2:0|>D,N/S8<5U'NPY>%GIJ. 1@RLJ,&Y\- MG1#"3@""/P^,AH!7'FEH1>-Q^X,7M9:0^HMTN,[;0)GYV.$8Y'7#IQ%R02?AC: 4 XR!* M@54 *(;/MD;P+$2;<87 3%;9(/A16"?H)H O !5DI:$OH#< M/#^*%=6+7%\ M%/C]4\X)>D/QN0!NJ!)"1@OZ!_I"+R,T%6SI)7'W[C_2/T("<>UGR<8!&,!W M0G42_./WFOA14:GTL>Z+-:@#?&!V26C<6-|GADSE$6V(;E"L%*=<#E*"7W8#;] MW'^=!KCT1G%D>3 @#PJE=L\H#<'G&L#UB)84T2((#0PELEL]3=1ZQ!5"F+CJ MF)!/U.P>22]6=3.>!N5;GT_3 M"]1(QH$1:@*3"2ZPTZ5'RL+-.$6@I-C8Z<,;D'?^1:#VTG\WNS RZ<3]2501Q1 MR@@=]QK!QI#3MQIX4?=Q\X6(!^4:&^B..369<>.ST?>&X>2QX%!G&4=E#+/ M<1+VKI)E!!L@C=^O)VN8_9X:1\B?EA/Z 9DG_#_,)YPG*%'GZ97!+\'9PWE MG,AT8@]0GH@R(I0A8:CFX.E+J.WP>1)=!A &V#+&:&4!7+E[#A?VOTZO*.D=M0ME99HTJN:B,/Q=T^7H$)>\|S,#9.X45.*L" MG!I@>2!@$?H _B3T_0$U@YR![*A9[]- 45Z1@1K!]N$;!H^&S?^K.F?>P8R M!M-Z^'2PI0>4$$3:<_B*L$BCD@GA]!&#H@M5=%20Q4<$)1\V#Z3V(^92WTF+-,"E1Q@A"%## MR,! 8#%[)O>09VB'9W5%9A'_+A00F%B@QOVBZ8RS0/HM!93761MG+\.,'#1Y@D4'E*4P:JDFU!@C*Q4^?Z_4+9=K%R91"C7 9?D1 MM5U8G%0'#X- #^[_]@U<@S>2#:M J5VU4IQO=';ALA->P[D]YM["M[MGT\9<-G+ ^*D:7<*%53%/VD7H4,--,IXI@6L)]OND4(G_BB5;9>#B3+LJ2"_ MQZMUO!D9)PJH1#DAE*A*L3!DV:SX>>2_/ L9* _U?Z"U!N9BJ M4"-U#Z8D4.Z6:1:@46(J4M$CF_A.(U^R964%JFBDY_4(E.7*KH!KCRCQ[6X MMF09X$+V!E$_$&:@5_*E&FHEP^+||5VD$LZ|-U7I%"JE0#6[A;,>CA[R.5;6:KH<8QL^<5PF3?HH%[94E*0)(AN& M*B.PAGY3H-OHC4>0!N-WBQP,F;Z4VH]{$ 9$^%K>/83ELABK#.1V:_ 7**?1[O=O8AVQX,_#[MF65C<8, ^']^!_NP2MFYB>_(J@D/H_%*U/*A|VV !77D>1_I(Z,F-C;EH- N M8E[+RS7<UJ*^B1@-F43%%P*6#+AB.%ZM@"*>K M*.<2|M_,NMVD9+@9*E7;0P%L/;*[",B. M=5LEC'IP:BV Z]\RW3MQF\"M%9L. %9%=K-H/>; M!DH@"_/^,#8%I6R:_K%7ZNO-GH!+.R.8BXIR21"19/5<5. ,E/["5_&(VDH5 MVX>*'VUEK1XL $=>]E>JN9,Q6NZ9KJ=Q7<40]EC11/VWZ # Z!HP .\SQN M#*4YD0T2$#\, DI68/@*E'>2$K&<";KL!&R!?1'S(4+G[I5FRXP:Q1^_<"C1 M5X!!H5W&S*='#"8 XHPM/#8%/1HG)0NDTXFIR,2IWKI+('+-YVF/A,7BB.- MR'2E9SII#B:&([_&"GO@U&1:O_|_YATI!OG:T0_*RX#9C6J" <1ENO&P+5&X +F:2M^RZ)@V=.P)6V"1UG";H6 M\U*@=|%FB#EEV!O,Y!GIO((ZCYY/=;I'4?DVH?1NXP!ZM8Z/!/H0U,)S%K?U MH#<:^- 'S0/HK8:^,H,+#G?& 2|+X,K@L_@V!BVT_BI?<<3ISJC*OL#+BP M'O 1-B*XR_)9HI:'HO[1["[F&7WFM8;6L;W'YSQ(_>< .:1-3TU"Z0U:AXT!^ ML)-E9,G&4P*TP,J+N9-MV2^LQ?KGHQ:!]&8#7RI9RTMH^.$W%]WJPOK(BT%- M /^;#[U6UU/V'^N9EA7. ""'A504D:K#M:+6QLC9M M!)5DMT%452XK;:V]E!*:9F[[%2'!T,,E5E$8.R0CDAIL(W&1!')6M[F02XBO"9P5J-'HRV?8 *8Z[28 +D6@HY?SEL_ NI]64:\; 3O&VE\R1 M *XOOC([X-))-I IQ6=C#Z!W8Y,/DGO$%AKCNHQZC$^4>5HUN\VDLBV#Z8VZ MWE1@P,*WZR*^#BNJ.8!"%_PZ@/Z,.L!ERP M[1@18!>TD6P8<)E:00=6X'PVT_B>GJ6VUE0;JY<_OL_ ^6-DG 2X].@GG&/6_ M\Y8=H4%3%Y--JV!ZC5$^)B>K (WL/7PK;=AU7FCP+9<%<&5GP(6F^_DKCU+_*4E"-XV@@6H/%^028Q!0 M\ON>4S]ZGXWR^\|W\LNGM3^7;A4@ "LX(DK/TL.E-Y[C,R2B?/.V.'O0M8BT MSUYR2(98CW!<*@YK1[A]%%+?\E6E:SM3<4 LBHX4^&*+@*XBMMZT1L-?(7^ M'4"K^[A$Z3<#D08WL=#"__< E]U#P(5,)PAJ0&\-G^7/3.1# MS$K !;M[\CQ&4YRA0=.6T"L 7-:JI?QV5(9E9JK_>MJ^_VL)=OP7 !?\.)Q; M[#^"U.A3A_Y!51(X"3",&>-%ADQ?0]V&SA:VN;*M@R6;5<+6DW4$ RR^T0=; ME/V6$K6\1$[!A@<&6-@#>Y;7D4[+I-4&OU]26+P=]^O&]L.+;:UOMK6QN"NV#Z%Z[(,W[A?]9, "E M"?U=NO[#;\)@%3IG#PWZ?#'59*>G2&47(6&PRO8]78:&M=]> K8P&!1"APP3 ME)Y&WO!_2L8BAS1(A!'5.T<)@#*>*9/ QV(SE;O$BZ_B\| W:LI2Z;]N[%JKM1]_$+A583E+V955]ON2R RYR "U3DH'"MWC5*$7#9"4TL M:LK?:>@CS$EPRH8SN!C!!GJD\S+^[])L=B^C<1XKY5W!'HKW?A9'6\MFW959 MCCB# %D83.H;LU.B[:!41M] G9Y15*YML R4!B%3,9!@\!H7KN3*8,N97F5' MY^.6P<*JBC$%>$Z4'6(?$9&%+O2(W$KU^'.*R #*C+,@%L#UMP!J'\L]?AL(>O(M5>05O5WZG0#<0*HQBO4YLNREZ_MD+.|Y!'#]FL5^&?8*(U^@:Z;XZ8!+O8H$MMK9LJT]_4D<]?nbL+\ZV-A;W9YZKR"YP SF&;$P?<.DS%;[]_E?:QH<$ MI <]^0"^P8<,!Q,]7:;676;E#>]!(/*,U;V;W<0O(FX4&%)B(P?D!YJ(W0(@!M>C!@K?.8!"G1TP:T&0<\&$X,*N-.HQ-D3@CF4*EFF/2H#91'Z-P]U&=2$GW0 M/% YLX;OSU?.B>KVCN$-7RTU[J^:5KFP|VAL!\F%7\QV]MPNA$JQ,-)61M$@U%JC#$0ID24):MEZ-,"I3N&SNX]+E4=3Z-^+K/ T=O!P%D \E!L!EZY_'@Y*9WN%?C64J<4O M.4Q.H9MIX-0486>NR#JY#/M.I>OYTBLUW*4* 4D#M(7D+^\LY%Y@/D6VO2+[M.NV&SY%JJ$ &5]@#>5"@Q!/51@!R8+!%\&@;-) ^!3;(KO0!U]6?:?VN\Q*, M^[A5B$GG&UG(1OUC:*K_6JDZ0R]:=K6QN)>PG<6Y6<, /4]&48-4PP ^L/EM MWG-10$.?B4D2I426![U)^1|V#MIE@XR6G:&4SHY>K^M-%=N'46]^7K]9.X4- M"^\!X03H415H_[F9H$FOVZOF3+KIJ#1 6V/R#+]8:*W_SKY#$1?5#),>L,Y M>JU 48WAI(T'S)(^--5(EQ4K@8+_6@&Q:'$,%O5'BI$JU$2A*'0T_F]/VCB M+[7R^@NYW'[XLSAB,EN6R *[L#KC >-9_ITCR'/B*WTQ;%K,LH!^Y%=;P2 P.SV.QM[#,SL(^V+5/$3_X-S CP,1!MBC43H.FO2!GZ205+ ^U M,I*89>4820*69M@A^.$PB=]8DDT"N-YJY"2RG+Y\60!7>O;C?TL*U0%78<8= M6'_L$V0*P[VSLYV%'XUVGM,??3D?<*5UY!]^.;ZKT(?/),/]5!6BA7;!TNV MYX5*3MF$,E[+ZD!) ^Q@=@LR6S[1.^2YT:. WBG5*>0X%(CX(F+KS@Y4AY'S M)$J"J*RQDCXH88 3,!GB8,\VD7X3CR?UR&R($EGP43.,%"H<%I6UML)P./ZY MPA6R$0*($$;72I6EZ4W\9!F;83O2Q%*CO0!\U)\]!$ MZ#3>W4)/:P%K.2+$I6MD.9L.<^_I' M.<^_/:GZ'/H8IQ)@*X%*X]3:P8(T&_Y;2R RP*XSDG:;. +D+U#&;6-.X?*WU=[A';I 1Z\]X+=/C2.9LZ! SU<=8"\D"" MW]"1 +$N,S:+;< & Z8SERP*XTO.M$0C 6B 3:]W&4:XN?R*-#,YE%9G'OWM$%QR/;L./ 51^3-_F@YWW MX6R4K,AX/?H>"!",.H3H@V8!5*-K! V:ME@R6U!:>&Z\L*HA23N/;-[RHS1@ M2@I5[10N1KHX-_M>=![QAJA<'0AZ@(!HNJ"AJ$26?7"8K?+<,_7Z_K)<@^MC\+L&5!$8S;/FW6]:3Q_/R(*]4;8K'(<&,"D29>WZV2,@R\EH[*,\>P*R" MU^IX4(TN810T>Y<8&;QIZG^4+(!"6&/]NB(EB:AZ0$:KX\@$MJMXI@LHT#:37,;*XFC:@&+.SH)N1T4*&'B76MMVCJ/6P>:HP-8D-[GH*2]C' MSN@IR80C,(3@&/3O:OT7VG/DBM#R@Q9>&3,!%Q)8@<. MG=)L>_ :UL=I]GVT8;J. *VVM+)R([[[_72*0R6N/2_,R>AULNT726PU\I)E- MLC]R .TS$7C9&3[?WC!@5P-;2*5CSA9F4$0O.B#&!P*$Y\8!52V9P<]"4:'Q M&Y';NCUCI)F[, NPZL!?](Y!*)'V1/\2 -_]!VJ*#T*.<40;LSN0B3FQ2JN MAO)-X^M2D)V"7H1CB\7* Q&*4[U3M'"JUR*5L/*EK9 M6=B7(:V;O?% M2#T.!G$FT8>*_KB6#+@*\9KGMY046@!7+@-<"(PBJ '[/]IE&0,(-Y, "X]Q M79FK!A_#=\(Y.7-1(Q%#Y1(R4TU81U?N$,9 RX=*VFIS^W N0"ZF52-IA_9*D&?'@,0H8+Y >MA\VA M-QOZ60#74P(NS,P#6'*+V$(5VH>H#Q*6<4.NOFB'V:XHVP(I=4=7F]W;XMGY.R#[=<^0$E=U(4F"K8M5P6P/4| 1<=%#:\CR M(Q*)WBW0SS<=%"L#1A&DF[?LJ/0$GSSWO926P%&&GI9L5FKZ@1E46:!2 1& MS?GS7JC@8-#)%L!E 5RY!W!!#N"[*#A^C29XK:+7Z[JS/$U7 %V:0XKSA>P- M2J-!OI%3 9?>RX[U@ \%_9/,_@2R4KTF(- ?16_6]Z$2-4&$X6@X,UJ5E:9_ MG*ET?2\JUS:(V@Z?(R 4LK%HS0G:P?L(,'K]A]M"^'/GCWM*?:P@D(-M:#4T MW@*XGGI?B7Y@W7GJ_ WRF[6#JG0,E384U?-=F&T-GA^EI,B29?7@YF>Y\ICR MPWI?$PXG>AW.?:65&C*%$I+QGNNDF%R]?1$"[7F:W4JZ,6J3FDF@#0# YZ8B@V%."15JE" MT<$((M7<'LI,EN MWG-10$.?B4D2I426![U)^1|V#MIE@XR6G:&4SHY>K^M-%=N'46]^7K]9.X4- M"^\!X03H415H_[F9H$FOVZOF3+KIJ#1 6V/R#+]8:*W_SKY#$1?5#),>L,Y M>JU 48WAI(T'S)(^--5(EQ4K@8+_6@&Q:'$,%O5'BI$JU$2A*'0T_F]/VCB M+[7R^@NYW'[XLSAB,EN6R *[L#KC >-9_ITCR'/B*WTQ;%K,LH!^Y%=;P2 P.SV.QM[#,SL(^V+5/$3_X-S CP,1!MBC43H.FO2!GZ205+ ^U M,I*89>4820*69M@A^.$PB=]8DDT"N-YJY"2RG+Y\60!7>O;C?TL*U0%78<8= M6'_L$V0*P[VSLYV%'XUVGM,??3D?<*5UY!]^.;ZKT(?/),/]5!6BA7;!TNV MYX5*3MF$,E[+ZD!) ^Q@=@LR6S[1.^2YT:. WBG5*>0X%(CX(F+KS@Y4AY'S M)$J"J*RQDCXH88 3,!GB8,\VD7X3CR?UR&R($EGP43.,%"H<%I6UML)P./ZY MPA6R$0*($$;72I6EZ4W\9!F;83O2Q%*CO0!\U)\]!$ MZ#3>W4)/:P%K.2+$I6MD.9L.<^_I' M.<^_/:GZ'/H8IQ)@*X%*X]3:P8(T&_Y;2R RP*XSDG:;. +D+U#&;6-.X?*WU=[A';I 1Z\]X+=/C2.9LZ! SU<=8"\D"" MW]"1 +$N,S:+;< & Z8SERP*XTO.M$0C 6B 3:]W&4:XN?R*-#,YE%9G'OWM$%QR/;L./ 51^3-_F@YWW MX6R4K,AX/?H>"!",.H3H@V8!5*-K! V:ME@R6U!:>&Z\L*HA23N/;-[RHS1@ M2@I5[10N1KHX-_M>=![QAJA<'0AZ@(!HNJ"AJ$26?7"8K?+<,_7Z_K)<@^MC\+L&5!$8S;/FW6]:3Q_/R(*]4;8K'(<&, "

*EZ@*Z2T3.VR))U'^G}?R7{OOK)C!U1H6 -%)FD MSW0>EBGX[#U\K0'/Z@KH+E<'I4B%2'/* @%<>:]2N>JZ1-CS*F>O?S] M= ,>* CD9W=_^ITZ51](M[AY4N^N?*
@HV>YH1"11L,9^\F]L.]96&CXZ09'VO M #BBT;D5-?-&U@:+"#+@HGN?Q0JX@LMP75(M7EH\,UX2AZ\QQ^?@O\ ($UUD MG1*PJ=0Z>,#5M/-8&:
(@Z>UMGYLS=B:13O89=NRE7@ND2IM!OEK7?VYGBFBX@;F>XQ,]^1)\-G2Y5[!YO1 MYP#(ZYN/&^Y,DKO5(8:6M$;=*$IPX{(_8629AO5{)&G$.FG88,0!A#RGS28Y M=K:
(^C)7UHB3-FI#.8AXOC,!{:R_{1]\+5,6;1>GH^9(B:,)%25=) YRI0P'5MW=$R^X/#+\NX<<<7.6H.#' MFR41UZ,+7:M."A+P!E+/12*J$&@=R)/C>)P1{9GG)Z,-OUE=`$V QAUM
MFA37/1PLX*JIP..5WDXA+0&?,\W>$WV#KI(R3O?/BU/,>0 $%,BB>-VA+H?) M-77B%0RER2.O3)->0]?(W)6[+,.!-NCG .N*S+X<=>@7./P.K87JT(/8?\Y9% MW.Y\>*3<5+^/%"H;Z?#?
C3(6H[:PET4UH1M2TW8J &JTCCTX&^^9/29B5Z!T MUO8AG}5TADO))LGRZ"M39>#8-V7=IL_LP,'^9V46S-G1Y_K&GNDKRP:\EK1(M&C\^4M]]/[5343K?
O:66SE]>5=ROK1,G%Y0--US]A6@AT^%C(_5,"W"P?[XO5:S7$.&R?[/O!J(ONS\\MU3'\U\LBX=_Y\PA:,2]$*29.&^O>_V+-TVV^O3+ M7.HU07"UD=2J5VDSV&IT
'MD5X{[!62<^O*;/_'#EYA0A\WJBW+VNX{(0?ME-+-DJ5#]VDR;LY6?:;]-M>!^FU. .%7:X:QGEY,6"!W/C)2G>K>YN_<<<&>"ME&K:S^Q/\
<9]C95U6KIC"9>N'R^..XZVFDWHDCDAZ$$F%THH]:WV=1NO0"/* M &$@!$LG&#G*J,OYSSF+/3'\A@/7M)DW8#P0.M^G]0 ^$-OV, L'Z MCXS0\
{R7XHT8V]_N/K]!SR@2*WU&K+5L.!C"GYZ=YVQ-ILN+Y?#E4"=2PX&U M>\\!,\C4#8R=M=6H+*_J8=$!9(:T?F:<&NWABE@'Z4,]*D2 EFO21\O?TE]H/I,E=G<;(_2],-E 7/F"YB6!,
M7K##"O0X-(C,H"+"(8)!.W+D6+:S-(@',9Z#WR(L'H"%"P$%_:Z,D,X@2G=K6)]$##EQ!PB.GT#" QU=*B$M>DRT>H? U)2\M5Q%"H?)26;
MJC>Z*I0DH[G>A#IC!JXS)PYP$UP@"MZ${0:',"U'(@ UC(!%9J M/] X9S77IAA& 8(ZI#?>V4>:=AHK+_5;..-1E:&"\U#^Z01^H@!Q*V"Z< MG-!^2Z7ULQ-,1(@('\Z7196-
3A9N5#PHC=UZSC6R2.J6H^<:8!8QP63T:X MX@#A>1*962^H9%5T'E_Z,7;G,F\JVX 1G1>DX:E'${Z8PA>/]:N]%5]=Z=:M=5HBW#BM)5M,<"'"/#@8G <7]ATJ6.,TCAA4[/-1:M-
G>"9BEJS?NM><,.,;P M3 =9N&%3-EC&L]P] WV *S3+>K>+JD1;D?M#KTR2Q>MVVWD13%WPZ4 K3O,6 M/7MB!]\T1\45C,1:!*F'S3-U/O=UG61VA'7Y{0^',F6F.&Y8/V2D9B]{7[HG
M+9:FZDS>TI"/%#1J/W. 8YUJ-0S4A $"3Q>,<[*J^R1M\@;+!%@V) # 92!" MU\7M[8?9FR:U.Z<;@'0"6F-GOR/W/#/>]2,,4.B*YZG]P# K*<#!Y1V=
MR3MV]S]T6\0<>'Z8.WD"J,$F4X#8!\%KWC7S':&V;/:*]\VI)-#\YY&L*5@xO> MD?AQ.*.K-WPJPZ=NEJX}YYO@&71V'&1C(15RRC@*EG7J[9IU=LZ7{6J[3D7S M)N"3JC;
[X5>G2IH^AVPJ'Y0D@RTX@F, [}6%DT&8N?<]*\0+QD5B?K)>V=N_>, M3::6L/I].7+-[4E2I$)/ WY5VPR4AAV&R{U=QINX&Z4PI[7{}3+H^HCDO-QK M@3GM.4'7YS.PK?
B8S3N/E@O*AOF"3UD +M_96/?A$1*MH';AF@\LF_UO&2[0 M(4 #A9]D!6OFVG]J UK?[$F ?5'UM4LT39;ZCXTT5@?[JNWM^PQS-.XM!6!K)&;0 M+0X33AA@(4??CIL40<.%I1-
@-]'W9&2/*/XR-0(L8M1)2(D2I,FI M0:)EWHARYRL1&EQIFU:\\5+,OS3%#A6,&QN->0R$E^JD_?]*5WQ#: /5-&B- M10(H_#\QB@0=LTSS_NKT3)!1TS=982F;/R/G6C*5>2
M"76B;X&_V-/*A%M6#K$RXD+9.D:.QPE^-VLM=R2$/9_%_|U;WTW0^.YT?C5:0G>=A'MCG M.)%D4UM#S4J&HE+(*2/RU1]!LRG3?(T?GR,= J9:?9MJ#];T"">1 M]
<18XX"2C<%.;=C^N8DAD%UC#U.O@J,?G[K*, P2W!5;#K(:#>I@"Y0*]Q6H MPP*(D9HF3SM31D[,9.OD=,(_!"8SSMV?VVU?@ U:L:,*Q,>$'A\^OFZVWM)MS?N&6"20#"59@??Z/
1G/M(U18 +:A7O VHCCAX1>QQXLBM=8N>9C2K>)-D^ MC\CU?^LG2=MN$Z7OJ'42HF=![0>&R"55HBPSDY53#MV1++!=9_:GZW1B#G\^@ M;L&M4>8]A>KA6N?!-
%T#O1WURJSJW4J$&(8S&WG+=!X]\R1QYG[TS9 :QI MP!"VGMK%>@I8H0E$Z8TZWNOJ9+*K0?9ONLV9*7M01Q7:,,9R:A12^C&QGW2EXWW?V]K#H<;^D'4CX(*)8 *D$4
MZ}*J\7^`J9NZE=R=8F=:T"5^7:T 4Z?T::4I6*K07+_\Q-ES,PMMA^R>Z:Z M3 #.YD5K/K3 `_H#YY4*]=64A03$_BB#3_FRXU/R?GD7.4&SSBFG6J"1
MU@30J$\|QWG.]F2ZCA63>LPGLN&?}8)O28<*U2.H6I_KZB7)W6HLH [9^? M9/X*N'9-TQBZ5.&T=@A@,\\+7J.O\4L,.I\5[* M
@W8">P*097L9!18XD=]2JS<(_4[9&)P$C'N3G^6L"QH#XYC2Z;KZMJ)I@Y7 MOOMEJA%_3?._28KGMPC-1H.UA* MZUZ^3@]^VDL4\K67P,%#)KFH@D#DF!J\87)ZD3P!KM-
E&]PV'Q3WHZCM:MLMX M*7]/BEQ0/B:@"",9\,+E(N4JG0_ &M%7@F#8K]=GOV/K%-N-^A>.%W3/4>KD MQ>AA2!UMJ_,UW]AH O?O)L58KE#<(P,7S8).A M\5'KAA 0SAAV-
;LL&AQ2]C(T2BL-WH764^"/*]ELAST!EBV/[.O$V+51&^BFO>GR?.Z)M@S*-'Q[$=/X>"!3$2?@0PT,/;P*4\-? M*JMZN0Q:&:K3V$1H9=*[>]9JZ*GR$T-^SFB0L5#LV"/1"!8@
Z=:O,)\'/J M(\.^KT?/?J7_2ZTQSX*#N]_?K*5W;B=<6%)U8?*U;H>$58"!$(IQ>_.B=JR MG/-MQ(*]!.,H=52X@(%O<.-5IZ5?7#/6-128LG\>VVJO*!K MD3,G.<1:21G_EEW]};SMK?
^/+6*?/OKJ%!.[P0Z6:3[0I.Z'NN<$4@H@OP^!#/%A."'$',?;H8HT-HL M?X?$$0/YT[Z'* E BR@=3L63$;.D_J/#3:(2?}>C9N-(& ?:W\I%Y_827YYB MGTMD&PZJ?O_"ER\ Q"+@8/:
1T'9X;/#CQ"YS.8"[?> E74 2:RSX%.I-BK MV\K-O>-$,UFS2(F362%H0/0$AP^N.XXK44DDIHDV4^M(/XB HEW_B PY]7E0 M31YX<;)%A(AB$@I"ID0 A P%]\#:9U^9 M!??
P5^8!P[{G.T?K/]"J"#]L%. M(D"R6FTT%(!^^BZU>DX<.@QG_I*A00*N'G;PT\>%C.R#^CRQ@U<:!>_-+7NM MOA))7/=YL"L'?
6(^!O6NC54V'+V%,4"U$)0"'YKXV2K87$HAB&G!5[POON5 MC;(#@8C9S0UZ6V:!6@^D;0FR0(?DH"?;@, @@0X.YE9NG2*W0FNH$6M]87 * MK,=-28=+CE 0@{[,PUT=QYB31+
F=Q .8MD_0&H/0>OD);/C-=#J[=LD)>25QDU+-6OEZ-.]$"[$U M "Y:AE!W2U-++(M#0C7"4'@^99I]]8#0.B<7)5TWCJ&3#<@NVK#@P.^+0"7 M?E[\;F>/R\0 N.#4$QUV @+J MJ-
2.LUJ5]FT&^_IB#C/Z6KD6]-/LY2CM5HQ.%[6"QD/==>GRY-C_L\\1[)?]QXZQ-)&?>6.50\.^=GW1+!9=L! MY++?I7#;O/,9I0+QFMS%ZN$=JH'C?
^-6[79N:58#+]:%RE[ADP"""AB'[$^<)A< MHP#TPLHQ}3&.5GO*B=%29U"VU^PATU[R7OZX&*<QA<\ *:.&V ME5YT9/T H1>4C3(;2@ 1Y_L'V<&-A%Q(K+PI9H-#* GH,,>85W?VJBO}74E
M.T-&A7W.'NUF[\5 .-6V\ $38+X# H MII*^&X(P9G\ZCK:Y@%W .LJT'@\!*GZM,<.T4&,]1*;KL'/Q[VQ8C);_XK4L MEN^SW4+-8,&62S'XT42;H ?"A'G;+!($-:B).@9D&*
8$>D#.#G]&@*CZ_$" MG<+66$/C&#IH&62V^#XV9#!T1YX1&@_J2-"J^$P,(%',8&B-.#1L4)Z+A87* MVGOJ&& D/+"5> ^.X,}\PSQC:N2MV&24*&LF0B>LM:P.MIUVWB2;&)4"$1F
M1M9K[N1^U2$C&D#FEYQ'. R-JA%!32U!"!H4^@/NTQ>\ZO>GV.8US ^T!QWHD MD)E$ [_HK4?&C4/9Y-,39M80E?*2(<]DJWFXM5$_4]LK4"H8%0Z0@67
M5HOSB*%G))K[E!PLWAP<'EX&2\1FFE@TPVD>Y>U*,CE2B27]]OXZ $$#& M 5H11P\QBG9]C=O+1-A>);-Q_PN33)0(YXZ %/Q:(#"'-A0*-<<(&0:44>E M3^+Y9:.R=
(CS^CERR#H3&2RMSDGEUD.L@3WJIO7:CS!1=.HD*K8>K,YHLAYL MO:S'(L .E5HBYM3)8;N@@D,]9+VMW[,7:(50E)S:OO L,R+85B*=E5K!&)AD M3B_4.-;@6UMA0WRE8.=;
U>L9]8!C@>@ (#%]\-^KT?/?J7 2ZTQSX*#N]_?K*5W;B=<6%)U8?*U;H>$58"!$(IQ>_.B=JR MG/-MQ(*]!.,H=52X@(%O<.-5IZ5?7#/6-128LG\>VVJO*!K MD3,G.<1:21G_EEW]};SMK?
^/+6*?/OKJ%!.[P0Z6:3[0I.Z'NN<$4@H@OP^!#/%A."'$',?;H8HT-HL M?X?$$0/YT[Z'* E BR@=3L63$;.D_J/#3:(2?}>C9N-(& ?:W\I%Y_827YYB MGTMD&PZJ?O_"ER\ Q"+@8/:
1T'9X;/#CQ"YS.8"[?> E74 2:RSX%.I-BK MV\K-O>-$,UFS2(F362%H0/0$AP^N.XXK44DDIHDV4^M(/XB HEW_B PY]7E0 M31YX<;)%A(AB$@I"ID0 A P%]\#:9U^9 M!??
P5^8!P[{G.T?K/]"J"#]L%. M(D"R6FTT%(!^^BZU>DX<.@QG_I*A00*N'G;PT\>%C.R#^CRQ@U<:!>_-+7NM MOA))7/=YL"L'?
6(^!O6NC54V'+V%,4"U$)0"'YKXV2K87$HAB&G!5[POON5 MC;(#@8C9S0UZ6V:!6@^D;0FR0(?DH"?;@, @@0X.YE9NG2*W0FNH$6M]87 * MK,=-28=+CE 0@{[,PUT=QYB31+
F=Q .8MD_0&H/0>OD);/C-=#J[=LD)>25QDU+-6OEZ-.]$"[$U M "Y:AE!W2U-++(M#0C7"4'@^99I]]8#0.B<7)5TWCJ&3#<@NVK#@P.^+0"7 M?E[\;F>/R\0 N.#4$QUV @+J MJ-
2.LUJ5]FT&^_IB#C/Z6KD6]-/LY2CM5HQ.%[6"QD/==>GRY-C_L\\1[)?]QXZQ-)&?>6.50\.^=GW1+!9=L! MY++?I7#;O/,9I0+QFMS%ZN$=JH'C?
^-6[79N:58#+]:%RE[ADP"""AB'[$^<)A< MHP#TPLHQ}3&.5GO*B=%29U"VU^PATU[R7OZX&*<QA<\ *:.&V ME5YT9/T H1>4C3(;2@ 1Y_L'V<&-A%Q(K+PI9H-#* GH,,>85W?VJBO}74E
M.T-&A7W.'NUF[\5 .-6V\ $38+X# H MII*^&X(P9G\ZCK:Y@%W .LJT'@\!*GZM,<.T4&,]1*;KL'/Q[VQ8C);_XK4L MEN^SW4+-8,&62S'XT42;H ?"A'G;+!($-:B).@9D&*
8$>D#.#G]&@*CZ_$" MG<+66$/C&#IH&62V^#XV9#!T1YX1&@_J2-"J^$P,(%',8&B-.#1L4)Z+A87* MVGOJ&& D/+"5> ^.X,}\PSQC:N2MV&24*&LF0B>LM:P.MIUVWB2;&)4"$1F
M1M9K[N1^U2$C&D#FEYQ'. R-JA%!32U!"!H4^@/NTQ>\ZO>GV.8US ^T!QWHD MD)E$ [_HK4?&C4/9Y-,39M80E?*2(<]DJWFXM5$_4]LK4"H8%0Z0@67
M5HOSB*%G))K[E!PLWAP<'EX&2\1FFE@TPVD>Y>U*,CE2B27]]OXZ $$#& M 5H11P\QBG9]C=O+1-A>);-Q_PN33)0(YXZ %/Q:(#"'-A0*-<<(&0:44>E M3^+Y9:.R=
(CS^CERR#H3&2RMSDGEUD.L@3WJIO7:CS!1=.HD*K8>K,YHLAYL MO:S'(L .E5HBYM3)8;N@@D,]9+VMW[,7:(50E)S:OO L,R+85B*=E5K!&)AD M3B_4.-;@6UMA0WRE8.=;
U>L9]8!C@>@ (#%]\-^KT?/?J7_

MA=!N!NA?]3RYG!DR5=1CSC-;5D8=!8PY46<..:/89 (2,%0X0]5\X$/R_*Q#T MS7>_6C25WW4=\8S[/C>VVU5X)7OB_SQD47@>GL6] &3NL_!S $\'

:=$D(F^NUG@XP%D,3*M?U^VY>@YF%-W M?9WL?D^V1\^533V>PYFA4[V'(SYG'EL"+0[;PKYD;Q" 8 U@@]QUP%YVUP'[MBKU^R->^Q[GWXV?-1W!!EQ/(\BE+_W;"<^B] (B#F/H=K2YUG.&CV!Y_S-Y\2 M=G;/;W]&@[]M)Y,_C^;,Z0]F]]A;_)=]YO:A!?1R'P3/CJ0#ULR,@K_%IT] M>B8V^=$AB0SE<7==9#IG?>? 2AWXVSNS<7N=L(@#%&L(F8NO<;%;&WCRS>

*[&2H7..7U*6)E5X+YE'T=D$(M%9XNF4W3-&AXUN.G7F\!W319&CTVTFHM MZ"9/UNY-'WCA);(0@J6(N(7K1L?ZRFF~3%W:@R],E6IM4DT2$^#I]$T%]US, MU_GZ'*C4H'@6UG^IU3+X%[UZPQO>R$4@9JTO,EI@^%_^!O_?>O@%]CS'[.]S M^UG<'FG^]W+TZ%]^U_&SI._;(\=/ M8H>._6OWS$F?X]CQ&62BW0DF55$ZN:!V_N\ [I5G9H7T'NL9SZ[WD^,=.DCLQ;NH;KC S%$C^<(* M$ZF%BE!P@PA%\|YCI%J;P7);XSY6PW5A)1H5=E< TMT/;-&9/#S ZT19W!"Y M@-X3E:/E^K]]I%339*G[T%!I_=QX4_)#;1 @9(IA\'ZW^_SIX&/+?O.Q3+T< MLC/@^_*V4&'LT'V:E+/]G<9@7O-U$*EXLR)<+@*(2^R\!EN-S8H*]1$LELK=[P MJ17^PD!_UAC>)XO%O>,,,WO"&-_ZSQ?Q1P.<@T36B^*S2G,1E%D MD*]1\6M@B^29Z-GRZ&M3I&VW\=+BZ;'2I.-H;_98[^$1)LN)_'(UU KO2\MT M56^79O)6I_UP^UE^!PW^YD^.E7L56+5_;,)T"IEN$L)DF)"D3U4_1(/FQ6MW M6Q$DW% XSJX8AIL^#B9"R,_"/84S_\&> U:H.G[N-E/:>OB5J5*S7:I<72?> M1$,,)4(S593XRMJQIM"8]MNDR1V\"J3C(7+FET)8F]XPQO>\(8WO.$-,WC# M&_]#@,L!77__HR#.*?:]PT0GZ%U%-@FEE_<_WF]RIRB-0(M##A+Y3^1_$X>M M,6E.9)=?3EPHW>+723CPNO:<9Q=_?B%A02:)R,3A.-5WUYNDY 0%/++.7O6>U M38A)[/C@&RNVH]#.*23]5,AZ;$34M?!I"LH: 0VB2J MBPB!(/P1?'V:D^VC]JS,W0/EGF?&V7.BYD4A)P6?QX][BH3>\(8WO.$-,WC# M&][PQO\7@.MD "Q30;2O.-*5* ;TT \"($3O#61"R1 AO@$(Ff'D79FR<(=,MF+=- QL_=:IDCY]HJ$^=OLJY8,Y>^:Q*>CGSG9{)QQQ<&L)"7=-2.:#IE4Y&\F MR^S(B68GD^4^#P#-[2V!D@T]6.@!,&SR1I.11^FP8LM!,VK3 M0)8!,_TSJHU7U^DEY>]),1#72X$HDJ5? [OJ%@:PC\^L-,W<#&]PAC>]X0UO M>.;_0\#E%OCZRV;Z%\%E]!CVTP#,CS__;G5?*!Z2O7%D;[\WX(1$*%*A_A=_ MAV0D/^-*=R*7BZ0D,1'0!*Z;,UO,]O=9*? 0SGT&9(GW?.X(8DQ4()B0MDJ> M"I\E31X?)57O'2(W-^@K5]2(E\+EHTSR/;BLEJ]'&'5H^CM7U8JS1M!(U5,# MA]HA@AZ'K+.ZE]GRAC>\X0UO>,,,WO"&-_Z_!%QN7Q2WX5U& T6G0=N1$Z1K M3P1D_%LFB4Y?OX$,N5!?OX-,DL%__T.E*3O*)>Z]NTW9 (-&A_SN5^O'11:. MCN_4H77K.5?N[CQ&RC7O;P(=111D%2P=J4 K/!O2]HZ$/W*4%;\MDZ"U+X_ M5;]CGHR>L=GHEX!3GM=3RO&&-[SA#6]XPQO>\(8W_C\&7 >AWKWAS6N@RZX M\\/]=B$=O__ (:L_XF=TPW1<6:[=*D>.-^"E$8V8:,BMH-,P?&AEZ9(S*#E,FW1+NN\31? NHV>Q8:$WO.$-,WC#&][PAC>\ MX0&N?^E(!RT_')*=N_?+DG4?69T5=5E(F2/%_M7^7XR>!^A*,W)W/*-C]C_[MKP0'IOQ_]L3^)1D [N_T3M=NMVOJO>@Z_OY'^V7- QCTFP$'MU)/ALZ11AQ%2 MMGE_N;QZC-57%2P=(05*1F2 K.(AV6SO'":GE8F4JVHG2)EFR?+(*U-DZ.0- M\N:6O5:'1E:+^_6&-[SA#6]XPQO>\(8WO.$!+@,T@"A4 ,EP(6*Q9N.G,FO9 M>P9@QLQ\1T9.WWRR5]YJF:,Y*W99%HFZJ*WO?RV[/G&4!;_]{P/\QT9)M]BY\NBKTZ3%*]+FZ M3HZ[4J1:AJ(8IC,>U#QRU$>S%>"WP^5"RM&R4T-^DB- =D.E_!\3(N!AN+11@!S$,J'G3%NVT M?EC/1L^1MMTF2INN>G69*$]&S)*0?DND[ZAU!L9F+W]?5K[]B8E$D U##1!1 MC'3P=?!W^:?!0'S[EP6/1%P"+BUHG*(N E>]_/&R_M^^KGZWOUK9=7RN8^4R6 MK/O0%!#)),6GK927$N?!+8]VGRMU/Cl5:[5*E9.. ^\(8W/,!U2M!%[@MZ(4J"Z[?N-:EW>FW1/PO@A=QY^Y>F MR ,O3)9''7YTN3X;/D>?C%BH 6RJQ@U=*THBU5CN5-NEM$X\8/V>K3%ZPS6J; M9NIGT6\K_6N_OU. ^_=)\[;*N-GOV.^E3=H@ !.^:3V^H@8NEU=[+S*0\UCW MZ=+ZN?'2H,, (J=IFL!1OTE>NH5%QQ2@15#1,"I8.M\;#^(8WO.$-,WC#&Q[@.NV ?I.@:UFQ_F.C%8;W M7R:/0#)-ZK4? +15:#I;2S09)R:8I4J9YBE1H.4@[MTZ1ZFU3Y/;VJ=+@L6%R M5Z>1TN*I,=+JV;'2ILLXN:_K\+]KO+3M\KJT>>YU:.D_&BX=0V98MF^&@L/U6_P9>K<1LS>\(8WO.$-,WC#&] [PAC<\P!70<*?7R7A!]_MR_|_RE@*-B?.V M2\R@E0:ZFCP^5JJV&:1 :*#<<$=?^4_-!+FT:HQ<6#%"+JX<*<6JQ<@5-7O* MU77BY;IZO? 1G$N6_F>5Y>>B7(]77CY=HZ<7)5K9YR18U8_8QHN:A2E!0N%R'G M^(>6)G_DR5P5*14K^4M $PRV#E<]Z9.QEOL-Y#@>&KX *XF@ MZP+]3H#A;4WZ2MV'ALMJST^6%Q,62M^1ZZQ9,O5I.W9_8W5IU&J1U7)5&+W4A M#6]XPQO>\(8WO.$-;WB *X< F$_1\,AQ4Q/<^^5/Z5DOZK#)[_*I" :6 MM01$QCW4I.#/T^\]7[__@O+1>D\.\+NT6JS\|\Y$]7QOBMS]U%C!$CM7^HU^ MTY08Z4?V],>_F+#'F31G]H8WO.$-,WC#&][PAC>\X0&N #7W[ZLU]]R].A? MUI<+-4&R/ZO>$W,R[4,G,92X(:ODI82%\GC(3&G]W$2IKR"L2IM4*=%T@%Q; MM[?57A6NX"H(AOXS^U0\-I/E+[CL58BD,;%S%2P3)D7*1TJQJK%R[>V]V+;& M?:5]VR'2H,,HN;? +!&N*#&40L0_$.N:NW"5O;/G,I.Z__=YI^(QTO0>VO.$- M;WC#&][PAC>\X0T/<)UE .8T349D@UHOLEY(RG^*PN&V?3)SZ7N2,GZ]=. ^[M6!Y;:HTZ31:*K8:)#^$ MI_\NF3(^&XKBY=5BY2:R6*U3K!GR8]VG28]^BV7(Q+=E[HI=LG'[Y[+WRQ^- M+HA$/13*8|>.IV>UO.$-,WC#&][XGQ__#P___MV=M+TV$8P/$.5$1!81<% M7733.2.QC.P 20&]_S_.[/*.$$+\ZB[UOTV4YQ91/998_(++20 M)*3EPHW>+723CPNO:<9Q=_?B%A02???FC/_

*M,30U(B!X,7!'.FUO9&4}(E)'0B(@>&UP1SIT>7!E/2)04D]#15-3(B!X,7!' M.G)E9#TB,3 S(B!X,7!'.F=R965N/2(T."(@>&UP1SIB,'5E/2(Q-#0B+SX@ M/')D9CIL:2!X,7!'.G-W871C:$YA;64}(E(},30W($<],SD@0CTQ-#,B('AM M<$&UP1SIS=V%T8VA.86UE/2)2 M/3(S-R!''/3,P($(},3(Q(B!X,7!'.FUO9&4}(E)'0B(@>&UP1SIT>7!E/2)0 M4D]#15-3(B!X,7!'.G)E9#TB,C,W(B!X,7!'.F=R965N/2(S-2(@>&UP1SIB M,'5E/2(Q,C(B+SX@/')D9CIL:2!X,7!'.G-W871C:$YA;64}(E(,3DY($<[M,3&UP1SIT>7!E/2)04D]#15-3 M(B!X,7!'.G)E9#TB,C P(B!X,7!'.F=R965N/2(Q-S@B('AM<$&UP1SIS=V%T8VA.86UE/2)2/3$U,R!'/3$S-"'!" M/3$Q-R(@>&UP1SIM;V1E/2)21T(B('AM<$&UP M1SIR960](C$U,R(@>&UP1SIG&UP1SIT>7!E/2)04D]#15-3(B!X,7!'.G)E9#TB M,3$U(B!X,7!'.F=R965N/2(Q,# B('AM<$&UP1SIT>7!E/2)04D]#15-3(B!X,7!'.G)E9#TB.#0B('AM<$&UP1SIS=V%T M8VA.86UE/2)2/3$Y."!'/3$U-B!"/3$P.2(@>&UP1SIM;V1E/2)21T(B('AM M<$&UP1SIR960](C$Y-R(@>&UP1SIG&UP1SIM;V1E/2)21T(B('AM<$&UP1SIR960](C$Y-B(@>&UP1SIG&UP1SIS=V%T8VA.86UE/2)2/3$T M,"!'/3DX(${)-3&UP1SIS=V%T8VA.86UE/2)2/3$Q-R!'/3&UP1SIB,'5E/2(R,R(O/B \&UP1SIG&UP1SIM;V1E/2),04(B('AM<$&UP1SI"/2(M,S(B+SX@/')D9CIL:2!X,7!'.G-W M871C:$YA;64}(E!!3E1/3D4@,S8S($,B('AM<$&UP M1SIT:6YT/2(Q,# N,# P,# P(B!X,7!'.FUO9&4](DQ!0B(@>&UP1SI,/2(U M,BXQ-38X-C0B('AM<$&UP1SIS=V%T8VA.86UE/2)2/38W($<],30Y($(]-3<@,2(@>&UP1SIM;V1E M/2)21T(B('AM<$&UP1SIR960](C8W(B!X,7!' M.F=R965N/2(Q-#DB('AM<$&UP1SIT>7!E/2)04D]#15-3(B!X,7!'.G)E9#TB,"(@>&UP1SIG&UP1SI#;VQO M7,B('AM<$?!E/2(Q(CX@/'AM<$&UP1SIT>7!E/2)04D]#15-3(B!X,7!'.G)E9#TB,2(@>&UP1SIG M&UP1SIB,'5E/2(Q(B\^(#QR9&8Z,&D@>&UP1SIS=V%T8VA.M86UE/2)2/3(V($<],C8@0CTR-B(@>&UP1SIM;V1E/2)21T(B('AM<$&UP1SIR960](C(V(B!X,7!'.F=R965N/2(R-B(@>&UP M1SIB,'5E/2(R-B(O/B \&UP1SIT>7!E/2)04D]#15-3(B!X,7!'.G)E9#TB M-S@(B('AM<$&UP1SIS=V%T8VA.86UE/2)2/3$P,B!'/3$P,B!'/3$P,B(@>&UP1SIM;V1E M/2)21T(B('AM<$&UP1SIR960](C$P,R(@>&UP M1SIG&UP1SIB,'5E/2(Q,CDB+SX@/')D9CIL:2!X,7!'.G-W871C M:$YA;64}(E(},34S($<],34S($(],34S(B!X,7!'.FUO9&4}(E)'0B(@>&UP M1SIT>7!E/2)04D]#15-3(B!X,7!'.G)E9#TB,34R(B!X,7!'.F=R965N/2(Q M-3(B('AM<$&UP1SIS=V%T8VA.86UE M/2)2/3$W.2!'/3$W.2!'/3$W.2(@>&UP1SIM;V1E/2)21T(B('AM<$&UP1SIR960](C$X,"(@>&UP1SIG&UP1SIB M,'5E/2(R,#0B+SX@/')D9CIL:2!X,7!'.G-W871C:$YA;64}(E(},C,P($<] M,C,P($(],C,P(B!X,7!'.FUO9&4](E)'0B(@>&UP1SIT>7!E/2)04D]#15-3 M(B!X,7!'.G)E9#TB,C,P(B!X,7!'.F=R965N/2(R,S B('AM<$&UP1SIS=V%T8VA.86UE/2)2/3(T,B!'/3(T,B!'' M/3(T,B(@>&UP1SIM;V1E/2)21T(B('AM<$&UP M1SIR960](C(T,R(@>&UP1SIG&UP1SI#;VQO#IX;7!M971A M/B @(" @(" @(" @(" @(" @(" @(" @(" @(" @(" @(" @(" @(" M(" @(" @(" @(" @(" @(" @(" @(" @(" @(" @(" @(" @

T:U6RTG1;2&RTZU0 !(8$"(-O8;GOG<8X#'$1CR& MSZ7BQ1Q0$(B@!0?BY_SDC^9[_F=^:>NZC%=>IY8\JO+HGE=0?W?HVSD7-R-A MO/,1-3^PJ#.)[3U7Y<,3_#'8?
I/Q+YOVSKOS6ID;],=A|\.9^)^RGWK_SAW^4 M2^1_(@!|:S:>GYM_P 4=S21:26FE?;M+<5%5+@^J^^Y8#]G.@[&T?A8_$E] M4OL'0?I>]JG>S_ P^+(>N?V1Z#})>;_|YO?
FVUK:6/Y.Z'=<9]7B34?.\D9W M6RY'ZM9D@[>NZEW!'V% Z/F+V[K* PQZ[RJW0?%P_:?M"@-/$\]Y>[H/C]WO M>,,?\X@_DZGY@^=)/.VO6@G\I>0YT>UAE6L=
[K%!)"AKLRVRD2,/YR@/?,+L? M1>-D\27TQ^V7[.;K?9[LI|QE\68]$/ME^SG[Z?KE68@H#L5=BK\5=BK\CO\ MGYNZG27=$RD@X)1$A1Y%C*(D"#N"=FMGKS%>]"\B ?PSM_9'Z,OOC^E\^]M_KP^Z7Z'Y?
YV#P[L5? MM_|!^Z'#?\ ./4ZCK'YNUE6^DPM^HYYW[4C_#/\T?I?4?9$WHO\X_<'WEG. M/4.Q5XQ_SD7_..2$_./_ _6/\ J$DS/[*_QO%_6'WNM[8_Q+-_4E]S^;&+ M^ZC_ -0?
JSU@\WQ<*F*ZW_!|^WO_)Y>9/ZH^]XKVU M_N3O+WY@>5==\E^:|/35/+WF.T>SU2R?;DC[AE8;JZ, R M,-U8 C<9=I\\&09(&\1-AIU.GAJ,?8DK&%8_N[?40HI;SCI4T23JAK55]+[+
[7Q;Z.VT^L?TCO'W-M/D_:_8>;L^9/U8^DOT'N/W[5FVEV=(|%78JT5!,,,;|\3B2&125='4U5T84*L M#T(-1BH-&-P 4S_G#O_G,G6IM:T?\H?
SAU9]7CU>1++R/Y[NVKR7]_D_J_1#QGMI_B^/M^M^@OQTSNWSEV*OV^_Y]S_|K/=S_P"!?K/_ #)SSSVI_P <_P T?!I?4?9#_ M !+_ #C]P?>>Z[M< Z/-?\
,E]S^;F$DPPEOM%%+?.F>LGF^+#DJXI?;'_/OJQD-MN_|G(ZVND!*:7Y5U>;8CL)9+6$5^ELY[VGE6CKOD/TO3^R(O7>Z)/W#]+)ZQ M_P"?F$DH_+C\LXEKZ$GFQVE\.2Z?
<+;_>$URO]+ZC_Z)BZ3_.7] MU3_N"VW_ %7S3_Z+I?ZD/],?U:_T$P_U4_Z7]KO^B8ND_| EZM4_P"X++;?] M5\?]%TO}2'^F/ZE_T$P_U4_Z7]KO^B8ND_| EZM4IW_W"VO_ %7Q_P!%TO|
M4A\S^?!|,/|5/\ I?'VLET;_}H?EQ;RH_F#'K^-LPC[=O:)96 ;_9"&9A M]!KE\R8{6YC],(CWV?U-V/V+TX^K)(^ZA^M|/_)8_\X]?D7^4M];ZSY5\DP3^-M8;|^KRR:C?Q,13E%)<,RQ-
3:L;JKO.Y_9*?1..MV[P#_)RJ(`.,/YSU(_PK?{GQ,>V;/L;_`,7]8. MJ[<_Q'-_5+^RRYOA$>2)P,GV!_S@=_ZTIY3_.V)KG_4.N:+VD_Q M&7OC}[TGLI_C\?<>\4JJX^69.BU;M-FCEC_",-
%_.)KM)'58)XI M1%CW%\4R8Y8YF$MB#1]X0F28-'F*-%*\$R,'@N(SQ>.1"&1T(Z,K $'QQ4$C MTNQ!YW\R6Z^0}26/[4>MS?Z->..E.5N'N%IT!&<'-MI^R/#
[4&.O1'UC^KS'V[/I&I/,\3L@Y,] M4].NK7UO+7DL#S+Y8H&*.Q919P,#L1+V=KJ-G=Z-M??0)=65]#);WEM(*I)%*1T8=PRD@X)1$A1Y%C*(D"#N"_!?\U_R_G_+3\P/-M-?
D24R"VTFZYZ'[H^5Z_2'2Y MY8N@.WN/++\>3]A/^<>/S%D_,[\IO*_F*\E$NMVL3:5YD.Y)O[*D4KFO^_ %D M_P!EG9=G:G\|Q@C(!^1]X_%OH?9&L_.:,_S]0V/O'Z^;|^/\ G.+R5%Y8_-NW
M\Q64/I67G[35O;@*O%1?V16WG.W4O&8F/O7.=[;P>'GXARD+ ^(V_4\C[2:88 MM3QCE,7\1L?T/JK_)P>\SR.Q^4=YY?N)C+++Y,UNYLK=3^Q:W*I=PJ/8&5P/ MEFV["R\6
Q_FG[,/OOZ^,>4<^.6>1Z _,&HG MC'#,B/M?;>SM0=1IL>0\Y1!/OK=\[1?\ /R_ ,EM^6G_(%S?]TZZSH?9+^_MMRU?TAYCVI_Q?'_6_07XZ9W;YR[%7[?:[\^Y__6>
[G_P+]9_YDYYY[4_XY_FC M]+ZC[(?XE_G'[@^!|YMZAV*OES_G,_S/#Y6_YQL_,V5Y1'\5\]ON?SX@4 Z#/3WR%V^OU M%_Y]G>4)I-
6_-3\PI8RMO!!8^6K"4C9W+&]N@#_DCT:_/..]K<_IQXO?+]_M2]U[%:Z__&-!?4_R%L-9BB+OY6\U:;>3.!7A#RV7AU9C_.B1]Q_0{3VPP\>B$OYL@?O'Z7XBYZ$^8NQ5^HO_/LSS-
;PZK^ M;GD]5Z75[%IFOV25ZI%ZEI<4'L6B^_.]KL),<=3NL?I'Z7NO8K/ZLN(^1'W M'[P_6S.>]_=BK\5=BKL5=BKL5=BKL5'_YRXD6/_G&K\Y68$@^?+A=O%F11^)S;=B#_ M
W%_6=1V]_B.7^J_G9&>IOCKL5?H?\|^U?_)P?F)_X\T/_'4(\Y_L_Q> M'],]#V7L7_C$_P"K^D/VBS@7T=V*NQ5V*I)YF'6 ,$B@$QZ;=L >E1"YRS
M"+G'WAJSFL',6M]EOD<4%_1Y_SC!_ZS MO^3'_@):9_R87/*NV/\ ',O]8_>^R]A_XCA_J#{GN^:UVKL5=BKL5?AU_P _M ?RL'DG\X+7SWIUMZ6A?FE:FXN65:(FL6*K%-I_#/
M/'_N3R^6X?,?:#00#J1E'TV[_LAS_0??;X3SI'E'8]F?Z9U;]!GRS>?O/G M4QK)TFO[G|(" VOUBG\WHGAX4R'AQX^,O557Y7=?-L\;?!X=^F]KS6Y6 ,+_G MWI^5_P#A+\HKO\P-
0M_3UK\T;OZY;LP'~-)LRT-DHJ*@2$R2^X<9P'M/K/%U M Q#E ?[(_T!J*]DM#X.E.4CU9#_ +$OOS"MH2&E_,E[5Y0*"\A#75H6/B'1JBOCG-=OX=X9![MC]X_2\,[5::CCS#^J?O'Z4/_
,X$^,'CU3\Q/)$CDQ7$-IK]DI.RNI^J7%![MCTB<'L_EJ4\?N/Z# ^A'LIGJ63%[I?HI/Z&6?\Y]6^/Y7_ "VU.@J6TUVZM@W? MA<6;N1\|^Y,[01]$#YG[F_VKC^[QR[I'[1^Q*?\ G
]ZAL]'_-26\N8K6V?5 M-,6)YG5 9/[TA8 L1VID/9U')?>/N:_920C'+9H6/N?H1#=6-^C"WN(+V,? M;]D^_=*8MXWY&_P"<0F2+BT6Z$LN_PA:,X6#LW'I\WB8]@11'3X=SKM+V
M/BTNH\7$2 008\QTY=SZ&S8NW=BKQ/\ .?\ )>Q_.J'RCI&MZY=:5Y=T#4Y-_M3U6SL0JW%Z?0>&*)9FJ(E'$LP4MV4KUS!UNB&JX1(T ;-=76=I=FC7"$92(MC$V:YG:N?1E/D[\I_P
M_(-I?^4O)FEZ0L?6[6!9+]0_P TES+SEP? M-/\ SE?]%I>_D!Y_CT^_M[EECL6N(XI4<^D+ZWY;*2>F:SM>0.EG1[OO#I>W MIB6BR4>[[P^(?^<*K"%[_/%;J2A;2?
+FIHSP5_GEDMX2I/7_WYIHNPXWJ;[HG M]#$'U"]9?=$_H#[0_YS+1R>7OR/UC3X'XW'G"^M~M-#*%#1OIFGF_\/#RJ-<0^M8>3 M;>?S!=>~ FAI#:5 ^4TH8?ZN:#LC#XNI%\H[_J>6[
T_C:R)/*]_0/M+]F\[5 M]'=BKL5=BKL5=BK\=?\ GYC/R_,\[I:O]WY?U26E/Y[J!>O^QSNO9(?NLA_ MI#[GSSVU_O<7]4_>_-C.M>)=BK]J_P#GVY-S_(WS+!R)-MYVU'X2-ASM,-]C
MJ.>?^U8_PJ)_H#[R^E^QAO1R'|,_<'Z#9S#USL5>#_|.4,HA_YQV_.B0KRI MY1U,4Z?:@8?QS9=C_P"_80ZP^]U?;?\ B.,^H?N?SBJ* #P%,]5?&6\4OOG_M
)]Q2,GY[^9XP!QF\DW7,GK\%_9D4^_.:]JA_@D?ZX^XO5^QI_PV7]0_>'[<_M9YZ^G.Q5^5__ #\ZE'Z-_)2#NVI:W)2G\MM;KU_V6=E[(#U93Y1^\O"^VQ].
M$>)SM7@'8J_=`_GWK_ZSCIO_@1:W_U%\/.?:^| QT_U1}SZG0]_XB/Z MQ?<&<\|,_)K_)^9>;2]['^4_D&&0@1KJ'F34(Z[&@6SMJC_939VOLE@VR9?=_M'I)_0!%|:ZC?%B'G(_T?
7OR0UJK=^7O4UOR1ZC?:TZ>0? M7+5*G_=${AU4#[,A[+E7M5H.&0U$1L=I>_H:B/N;O8_M'CA+32.\=X^[]/@=_M_B7ZAYQ[VZ_U32M,US3{O2-.TZUU?2M0C,-]IE["D]O-&W5)(I
RL#X$9*$Y M0(E$T1U##)CCDB8R (/,'N_S;_*J!]+\MV$\2^+.2R(LC*)(B2H!Y)Q"\3W'8/;L]1,8,V\C],N^NA_6^?^T?ML]#3P.HP;1'U1]_4?'H _C.M>)4YG6**61MEC1F8^P%3B%?TF?
+...6B7/EW M\A?RAT>]4I=VGE33#<1GJK2VZ2E3\N=,|G[5R#)[LARXC[||/V/C,/1XHGG MPC{GR%_S\O\ _);?EI_X%S?]TZZS>^R7]_D_J_1#SWMI_B^/^M^OQDTSNWSE
MV*OV_Y]S,#_ ,X^?BC]GG#6 WS(@;]1SSSVI_QP?U1^E]0]D#>B_P X_<'W MKG-O4NQ5^-7_#\-_.BV\T^;-%_)WR_>BYTOR--^DO.$L36,I;VI()'M-M*$[,_@S@=5.=Y[+Z
X\9SR&\MA_5ZGXG{GSGVO[2&7)'3Q.T-Y?UN@^_^_R M?G'G5O&+XH;FYFM[2RMI+Z^O)8[:PL85+2SSS,(XHHU%26=V"@>)P$@"SL F M,3(@#GU;FA![(CC)$:D= M509Y5VKK?
SFIHD'+6.7ZWV3L?0?DM+'"UYG^L>?RY?!EOYP>0+?\TORO\ M//Y?W#|\4:1<66H,301W7'G;2'8_8F5&^C^=#]3IL\,H_A/V=?L>(_Q#[>GVOYG;JSO}-
N[S2]6M7L=6TJKELM5L9!Q>&ZMW,4T;_]"KJG\49-M*0$H[@CW/BDX&$C&6Q!H^]0R3%ZS^1GYJ77Y+?FIY5_,.&.2XT_397M/,MC M%NUQ1X EVTJCNR"DJ#NR
=\P>T=$-9@EBZGE[QR_4[LG7G1:F.7H-C{CS_7 M[W}(>A:YH_F;1M+!\P^7]1@U;1-:MH[S2M3MFYQ3P3*&1T/@0<\IR8Y8Y&,A1 M&Q#[+BRQRQ$X&P18*:Y!F[%4-
>WMGIUIW$BQ0Q1(.3O) M(Y"]@5))H,,8F1H"R6,I"()Hl\<:3_,YM?EQYM_.SRE^47D2QN_.G>8+ MBZL[WSY#6.Q2Y4MY)HTM(RI>X0F(\OPH.JEQGFOJ[G/YL6EEGR$1(H\/7GU[
MO=]SS^/VDP9=7'3XAQ V#+I==._SY?$/M#-"]$^9O^?/47Q]V*OT/_.?:O_DX M/S$_|Z'_NH1YRWM9_B\/ZWZ'LO8O_&)_P!?{?M%G OH[L5=BKL58]YN<1^
M5/,\C5*QZ3>LP'6@@TZ@UBE[C}S^-66Q-;*I/C"A'TJ,]C/-_ MJD5@5]=?\X)DC-G)_P E4-*Z3K@/N/J9.:/VC_Q&?OC|T7LK_QH0]TON+]] M\\T?5W8]_&G_)^6HP_-#\L9"/@?
RM>]I\2MZI/_(9WGLD?W&3^L/N?.O; M0?O\)?]?+\;ZMXMMU8>QO0_HW_ .<6IHI_<'=/R8DAD$B?X4TY.2}.21\6 M'T,"\/]f@%:S+_6+-[+\' M.'^H'O>:UVKL5=BKL5?,'_ #E_^5)_-
G\C?-.G M6%K]8\S>5U'F+RK0#F;JP5G>%32O[^$R1T'4L/#-OV'K?RNJB3],O2?DE$#U1]0}X_6+#^>J.198TE0U210RGIL149Z@^0K\59C^7GD;4/S
M.\^>4/R]TLLMUYNU.&PDG4$^A;&KW4Y14TB@5VK[9CZK4C38I93RB+^/0?$N M5HM++59X8H|\Y&OUGX!_3=HVD:?Y?T?2M!TFW6TTO1;,"QTVU7I'!;QK%&@^2
M]'GD>29R2,I*/9>J_P!2E\'.AH7FORT3-V3 M1=?\E7$9J+B:"\TSB1X2=1BOR;*)8YXCN#'YAQYXLN ^JZCXA_3#Y<|P:3YLT#!?,^@^-7^B^8!+*#4-+O$-1) M!<()
(VVZ&C;CL<\ERXI8IF$A1'HOM6'+'- 3B;$A8^*=96V/AW_G/?_,]0? M*7Y(ZUY%ENHIO-7YEB/3=(TD,#*MHDR27=XR=HXT3B">KLH'?.A]F]'/+JAD M_AAN3Y] \S[4ZZ&'2''?
JGL!Y7N7X89Z,^6/=?\ G'+\EM2_/?\T-'\JQ6\A M\KZ5+*#]7G_4P"({?38WY>@7H0);HKZ:+UH6;HIS6]]}HI176 S_B.T1Y_]'-V MW8O9DM?J!#^$;R/E^L]'1',44<,<<,;,Q0Q*$BB0!555%
j@; =!GE1-OL0 M%|:,G_/R_\ !EM^6G_@?7-_W3KK.L]DO{_)_5_2'C?;3_%?:]:]!?CIG=OG+ ML5?L!_S[%_}>==>|Y^0SG'A%5NJ'[.]G9\.63)$Q%4+YGI74B>\-M'&I_Y+')>T,O3C'F?
N9^UDO3B'F3]G[4L_P"<-M!-(B;,\T?,3)^_C;3-*A?_("S7$@^']UR/L_#>7Z/9TK MV3L5=BKL5=BJ0^9?-/EKR9HJUY@\VZ]8>6]$LA6ZU74KB.V@38D#G(5!)IL! MN>V68L,\LN&
,B>@W:LV?'ACQ9)"('4[/PE_YS/_ #!\F?G=^9VA:MY"N;C4 M/++WE,1'TD:M/]NEW<27+S/);I*%D,87B S*M36@IN?1^P.S\FCP$9=I2-UW M,=7RWVE[3Q:[4
XC<8Q[^\V>3Y&S>,^QMQ^D_P#S@G_SD1^5_P"5?E[S/Y#_ M #$\P_N6NM=U\ZIHVJWD3_H]DEMH(#'+7(=>G+KL_7S3=4TS6K&VU/1]1M M=6TV\3U+34+.9)X)4/[221EE8>X.G;?
7)KFVEBCDF/PQ!A$ MU&Y2 M1%DC8.C@,CJ:@@[@=CJ#GFKZN#:[%7XV?_'/7EKS'YS_+[R?H>M6^]ZKY(MAU23S3:6S>I]2GO?]PABE<542%8F)2O)12M*C.\]E--
/BGDD*$]KSJWSGVS MU6/)EQXXFS"[\KK]3X7/.4&M7U MWI-MJ,BP0ZE#?2"5!:S.0C2*Q*M'4-T*@@[_YR4|SV@E]6WJ/.116 MCP"NR,83>2J/]E<[YZ5[-XN#11/\XD_H_0^4>U6;Q-?
(?S0!]E_?:^?] M6_*OS_Y3_,3!;WOE6_2YGM4)'UJS:L=Y:FG:%F7YT/,-TJ]+'4X98L6/.)^8ZCXA_3#Y<|^

*MQ4*KB%'[K/\/\WWSG-/5/+_SK\U>8/)'Y3?F!Y]\IV$\VI^:-'T:XE\NV5O:O> MR/>LOIV]+>_,TG&1@2H'0;[9F:###-J{0F:B3OO6W7=P^TG8(S'U1T6IC64PD/>+'N-VYFB&OTL!PQG M$^XT??8KYOZ/-,2^CTW3TU25+C4TMHEU&>->"/:$ E95WH"U2!GEGR#) U(-.JTN/4XI8L@N,GX1?G=_SB-^;/Y;7]I_(:,S6'MG+2+=IY(X:[#4+2(-) X% 6 ,9ZAA]D>C]G=N:?5@ D1GW']J_Z_>^6]J>SVH M/TCI]WF^55NK9F*":/F#1H^0# ^'!*4'-U1>?M<\|\$8]\R(/%F_7 M@HK,./(GY<^?_P S[]--_+SR=JGFVX9@KW%E"19Q5-.4]Y)PMXE]V<9CZG5X M=,+RR$??S^ YER]+H<^JEPXH&1^SXGD/B_8'_G%K_G"FP_*2_L_S"_BZM/_ MGYBPH6T73K6KZ=HAD4JS1,X4SW'$D&4J m2$7IL\+YUV?G^=4#BQ QAU[Y2]'E M\^Y]V% [#]FXZ(^+E(EDZ=T?UG\>;[]SFGJG8J[%7YW?\ /Q+\JCYF_+;2/S0T MNV]35_RUN2NKE%^.31K]ECG)IN1!*(Y/9>9SJ/9?6^'G.$\|\OZP_6/T/(^U M^@\?3C-'GCY_U3^H_I?C $GF:.'T@:ZN[ETAL[5!5I9I6"11]!W9B /GG?$@ M;GD^:QB9&AS+^E'\A?RR@_)_\I?)7D% C7ND6"R:[<+3]]J5R3/>2$CK65V M/\H&>3]I:LZO43R]"=O<.7V/M'9>B&CTT,74#? WG<_:]/U>VGO=*U.SMG]Y MN[2:&WDK3B\D;*IK[$YAP(@3WN;DB91('4/RUGG&J'?\^[_*.AZ7'/KGE,6 M]$/9VT+3W-CJNG>9(8;GG^ Q+ (X]4@BA!!.QSKXCA[7E*6XD"1Y@PV_4\ M=DO)V.(QJ,@0".H/%]_ZWNO_#C]9W?D[\YO^F:_M^0S:?!X K'N.'F1.]P2=S? M1V/9<3@U&?QY<638\1H P YT.7G^PLU_YPLAF;\B-.UGZNUKIWFWS%YD\P>7 M[=]@KINHZO=36IXGH&C(8>Q!S'[>(_-&/,QC$'W@"W*[*!_*B54)$D#RM]89 MIGOTOYK!/%=<0YOS;3_G!S\Y&F>))!.\J1QJ2 M%NOK-V5?W"?5N0K[YS/\A:COC]OZGC1[+-ZJ_JA\S^19>_P#.#WYS6T?.UU3R MMJ3TKZ*7=U"?E62VIC+L+4#D8GXG]2)>S&K'(Q/Q/ZGE/F;_)QL_/'RQ&SZ MG^75YJ=H%)DN-&DAU- HZDQPL9>G_%>8F7LS4X^<"?=NX&?L768OJQDCRJ7W M_8\XL>ZD\\I^9-7\G:E,L/K6FP226XV|2>3WD^*4=' 0UFWX-$1EDNU-7 M(4+]M3^XQ_UC]S\@<[H\Z=BK]S?^? >3JW_..=HJ]8_,NM*_MS]<-^HYYU[4?XX?ZH?4_9+_$1_6+ZN\V?EM^7OGL1CSIY(T/S4T5!#)]EA!=_M.@'0*\B,P'R.:7!J\V#^[F8^XD.]U&BP:C^]A&7O *_T'\H/RI\KO')Y=_-+; MRQHLT1K'<6FE6D4JGVD6/E^.2RZ[49?KR2/O)88NSM-B^C'$>Z(>BYBN8[%7 M8][%78][%78]M=$D1HY$#QN"KHPJ"#U!!ZXK5O-M9_)C\H?,)=],_*_RKJJD*.67S+7#LC1P-C##_2AZC8:,IV ME6R6>EV%MIMI'_=VMK$D,:_}> ^{,.4Y2-DV7/A\",!40 /)&Y%D[%78][%7 M8][%78][%78][%78][%78][%78]P#S!^5'Y8>,;))9O,WY=^6}> MN)C66ZOM+M9Y6)\9'C+?CF3BUN:?%]$Y#W$N)FT&GS;SQQE[P$@T[_G'_ /(W M29QJVE MG::?,Q6=A:PV5I .,%K;HL<:#P5% 'R&84I&1IFV\8B(H"@B<#)V*NQ5V*.MOA7_)S_-B/R-^3LGDBPN OF/\ -21M)B13\<6EQ<7U&;VJA6$5'63VSHO9 MK1>-J?$/TX]_CT_7'\E_:O7C3Z7PQJ63;_-_B_5\7YZ_\X0?EFQ&H(/[ZLM/"/.H]HM9^7TI ^J?!'N_B^S;XO(M^R^A_2(J,/U?'\'[_@3-?U9V*OF7S/^0_F72O.>N_F1^17Y@+^6GF M;S:ZS^=_+6H6"ZKY\C])N/:K^2/JT FO@^@OST_-MG2Q^7TK+^F_(7D3!)*76(U-?00M2NKFXN1 Q%'CAX:[N\\N7=WY6\PV,HA\P^7;^%TBG*?[IU"R MDX\MNC;..J/FHPY\NEG<;B1S!_2'0;,59]%D)@3&0Y@_=(?@]Q?MC^57G9_S M(_+KR?YXDL4TV?S)IT=W@U/ MYG!#+5<0NGH&9#EOP^_.W\^/:?YO:KJ-OK-]^B_)5A?31:1Y1M'86K+#*T<4 MUTVQN96H".0XJ31%KN>%UW:&34R/$:B#L/UJY?,>T^U\JY_ M >@_E+_SB+^87YB1VVL^9V? \O/*LX5X9;N'GJMU&=P8;1Z"%3V:;?N(R,R-'MV/ES^J7HC]I^'3X_)R^S_9_J:E/T1_J/N'3X_)^BWY<_\ ./GY4?E@L_E MWRO#=:U&!S\S.I2]U!F&_(32 B/Y1*@]LZ33=G8-/],=^\ [G\>Y(^1)D:,2[MPC9[SN?V?"GM69SLG8]%78][%78][%78][%78][%78][%78][%78][%78][%78][%78][%78][%78][%78][%78][%78][%78]?Y\3+ M_-]2LW@)K1X[N%]0AO-7O;BP5U,T<+00Q)*Z \E5FY $BA(/AG9^R,#>65; M4!][PGMMD%8HWOZC7R? E-G:/ NQ5^Q?_ #[B\Z>6(ORP\P>1[KS!I]MVJ3S5 M>WUKY>FN8X[R-UN;>VXS10.P9TY(PJH(!&^<)[5:>9SQR*)X>$"ZVNR^C>QN MIQ_EY8C(<7&35[U0Z/TFSDWLW8]%78][%78][%78][%78][%78][%78][%78][%78][%78][%78][%78][%78][%7FGY1_ MFSY-_)?R9?\ G;SK? _5;"U1#86$0#W= =N"8K6UBJ"\CT^0%68A02,O1:+>]' M\@QXQO\ 8!WEPM?K\6BQ'}D.W0=2>X/Y^OSM_/'SO^?7FUO,WFZ?ZIUDTB> M5?*,$A:STJW<[A.GJ3.^5F[QV"%*JCTWL_L[%HL?!#F>9ZG]G<'R;M3M7-_MVADXY[-KV.D1*HJ?\ 3)TA8@>R ML3F7FRC%CE_P@GY!PM/A.;+'&.&LLVF6S&)H#O/GY#]+RGM+VWDT0CCQ,2D+>)[ATKW[_)^+ M&]>8;C7=4O\ 7-=U^77-,U23U=3UG4+HW%U61E,DD]2@?KUE_RV0?\ (Q?ZY.BP=]>LO^6R#_D8O]<:*K3=_M6#- '(;]$20SL&AE%BAT8=&1@05(\0:<'MOS\MO^/(1+\MV0)P^%:#T/V8E@_+UC^O\ B[_+_-?,:Z.I_"63^[_A[O M/X]_ZJ"F=(\D^K_/G"/RF/-?\ SDGY)>6(RV?E*VO_ ##%HI]\JC^D_8'H/9C\XNOAW1!E\N7VD/Z L\S?678][%78][% M78][%78J_P#_U/OYBKL5=BKL5=BKL5=BKL5=BKL5=BKL5=BKL5=BKL5 M=BKL5=BKL5=BKL5=BKL5=BKL5=BKL5=BKL5=BKL5=BKL5=BKL5=BKL5=BK%]7\D>2_,%X-0U[RAHFMWXC6$7VH:?;7,WIH253U)8 MV;B"Q(%;;Y=#49<8],B!Y$AHR:7%D-SA$GS *5_\JL_+'_RW/E?_ +A%E_U2 MR?YS/_/E\RP_(Z?_ %./^E'ZD0/RW_+L >0O+@+ V _1=I_U2P?F\W\^7S*? MR6#_ %./R#O^5;_EY_U(7EW_ +A=I_QQ+_YOY\OF5\?>X/\ 4X_(*+?E=^6; ML6;\NO++#,QJS'2+(DGW/I8?SF?\ GR^91^1T_P#]6?+VWG#1;_RYYJT6S\PZ#]D9D0)OX4G@E7MR1P14'<'J#N\-\LQ99XI M" <"01U#7FPPS1,)@2!Z%^?OG,_GVW^6NKWSWOD+SIK/D.&5BS:-<1+K-E'4[M+%ZTD-PJCP,S9TVG]J\\!62 GY_2?TCI'DM5[&Z?(;Q3,/+ZA^@_:?KG_-'^M_.(^G?\ ..^N>9_,C>=9?.6K^8K&G.GKI\5M;12F9PJ?6+EF:1^-26 ^$ M;9A=K=MRU\8QX:$ WSNS\@[#L7L"/9LI2X^,PN& GRAPHIC 20 nsp-20241231_g10.jpg begin 644 nsp-20241231_g10.jpg M_]C_X 02D9)1@ ! @$ 8 !@ #_[@ .061O8F4 90 !_L 0P ^ 0$! M 0$" 0$! @(" @(% P(" @(%! 0#! 8%! @8&!08&!@<)" 8 !0<&!@@+" D* M"@H*"@8(" PP+"@P)"@H*_]L 0P$" @(" @(% P,%"@<&!PH*"@H*"@H*"@H*_M"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*_+ $0@" M6 '@ P$B (1 0_1 ?_$ +|\ $% 0$! 0$! ! @,$!08'" D* M"__$ +40 (! P,"!_,%!00$!?0$" P $$042(3%!!A-180'EZ@X2%AH>(B8J2DY25EI>8F9JBHZ2EIJ>H MJ:JRL[2UMK>XN;K"P\|3%QL?(R;GZ.GJ\?+S]/7V M]_CY^O_$!\!_/ 0$! 0$! 0$! @,$!08'" D*"__$ +41 (! M @0$ P0'!00$ $"=P ! @,1! 4A,08205$'87$3(C*!"1"D:&QP0DC,U+P M+6)RT0H6)#3A)? $7&!D:)BH*#A(6&AXB)BI*3E)66EYB9EJ*CI*6FIZBIJK*SM+6V MM[BYNL+#Q,7&Q(JCRM+3U-7GU]C9VN+CY.7FY^CIZO+SJ/7VJ_CY^O_:P# M 0 "$0,1 #\ _?RBBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***M* "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH M ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH M ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH

*{O^"+]GXL^"/[5_[4'[*7[2\P\1?'6#Q117C#QO\4K6X'V/ MQGIVH6SKI[P6]QH-.%M'$8#:_,%)RLC]>/T1H **** "BBB@ K^53}OC_D^K MXT_]E:\1_|#ISN*_JKK^53}OC_D^KXT_]E:\1_| ISN*_6?"?_?\3_AC^9^8 M^)O^Y8?_ !/\CR:BBBOV_'0HHHH **** "BBB@ K^JO]@?_),5^"W_ &27 MPY_Z,+>OY5*_JK_8'_Y,5^"W_9)?#G_ILMZ_)_%C_<,-_BE^1^F^&7^_8C_" MOS/6:***_#S]C"OEC_@MG_RBV^+W_8%M/_3A:U]3U\L?\%L_^46WQ>_[MI_ MZ<+6O6R#_D>X7_KY#_TI'F9U_P B;$_]>Y_^DL_FBHHHK^LC^8@HHHH **** M "BBB@ KZH_X(E_\I2OA#_V&;S_ --UU7RO7U1_P1+_ .4I7PA_[#-Y_P"FZZKRL M^_Y$>*_Z]S_ /26>GDO_(YPW_7R' I2/Z7***** DP_IT**** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** /SB_;Q_X(O?&Y?C_%\8_P#@ MG[^UQXC^&NG^./C/;>-?B#X5.B:,J6GZ7JYL[]&X\16*7@#)%-.T'2-$N9X_*FOVM+%<7-X4R%ED;";B50$(5]0E_8OM_&H^-? MA/\ .!^,GB/XA^|_C+"MH? FO.JV7ANQ:UDMY[6R9'"19=^\MD,KJI4@@&O; MJ*/@*T_X(@>.O$_PWV/_LG_|^_X*1_$GQ]^SUX8N+3[#\)=0\/Z9:3ZC96 M;H]IIVHZM!&+F\M85&@,> (RP11D;$*^J_M-_\$2?^)/[1VG?MD_LF_M/Z_\ M#OBC;^&4\-:SK.A:!9:KIFO:/')Y05M>Z===KY4CQ,3Y:QXY^+'BWXP^(?B;\4_BAJ%K>?$/XD^*88(,C4?LL1BM; M:"VMT6&TM849A'"@.-YRQ 4+]!T44 %%%% !1110 5_*I^WQ_P GU?&G_LK7 MB/\ ]._=Q7]5=?RJ?M\?\GU?&G_LK7B/_ -.=Q7ZSX3_[_B?\,?S/S'Q-_P!R MP_| B?Y'DU%%%?MY^.A1110 4444 %%%% !7]5?[_ | R8K\%O\ LDOAS_TV M6]?RJ5_57^P/_P F*_!;_LDOAS_TV6]?D_BQ_N&&_P 4OR/TWPR_W[$?X5^9 MZS1117X>?L85\L?\%L_^46WQ>_[MI_Z<+6OJ>OEC_@MG_RBV^+W_8%M/_3A M:UZV0?\ (]PO_7R'_I2/,SK_)$V)_Z]S_\ 26?S14445_61_,04444 %%%% M !1110 5]4?\$2_^4I7PA_[#-Y_Z;KJOE>OJC_@B7_RE*^$/_89O/_3==5Y6 M?7\ (CQ7_7N?_1+/3R7_).&_Z^D:2D?TN4445_)A 3H4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110!^*W_!U-_R6;X1_P#8L:E_Z415 M^4E?]W_P=3?\EF^$?_8L:E_Z415^4E?TWP+_ ,DGA?27_I(__3G< M5^L^$_|O^)_PQ__,?$W__[MI_P"GUKZ MGKY8_P""V?\ RBV^+W_8%M/_ $X6M>MD'_(]PO\ U\A_Z4CS,Z_Y$V)_Z]S_ M /26?S14445_61_,04444 %%%% !1110 5]4?\$2_P#E*5\(?^PS>?\ INNJ M^5Z^J/\ @B7_,I2OA#_ ~AF_|_3==5Y6?? \B/%?]>Y_P#1+/3R7_D(_P#TYW%?U5U_*I^WQ_R?5\:?^RM>(__ $YW%?U5U_*I^WQ_R?5\ M:?\ LK7B/_TYW%?K/A/_ +_B?\,?S/S'Q-_W+#_XG^1Y-117UC_P1;^_?@SX MY_MS:5JGQ*L5N_#7P]T.]\9Z[9N@99X[$(8D8'@K]HD@+*>&4%3UKDQ^,IY M?@JF)FK]";MU=NB\WL?D^!PD\=C*>'AHYM*_:_7Y;GR=17W+_P $X_C!^RG\ M7/V\IH_CS^V)H'B_@\;2:"Q@TN/P9XJTS4X(K*XCD3HZ!M9M^TC&4'IYDC<\K4\74PWL'S0I.IO92:M-_9 MHHHK\//V,*^6/^"V?_*+;XO?]@6T_P#3A:U]3U\L?\%L_P#E%M\?O^P+:?\ MIPM:],(/^1[A?^OD/_2D>9G7_(FQ/_7N?_1+/YHJ***_K(_F(****"BBB@ MHHHH **^J/^")?_*4KX0_JAF_M}-UU7E9]_P B/%?]>Y_^DL}/)?\ D%})?^ER/YVXS_M .2FQ'JO-28A1117UI\P%%%% !1110 4444 ?M5_P:L_\D^+G_8T:;_ .4I7PA_[#-Y_P"FZZKY?KZH_P""V)?\ RBV^+W_8%M/_ $X6M>MD'_(]PO\ U\A_Z4CS,Z_Y$V)_Z]S_ M /26?S14445_61_,04444 %%%% !1110 5]4?\$2_P#E*5\(?^PS>?\ INNJ M^5Z^J/\ @B7_,I2OA#_ ~AF_|_3==5Y6??J^ER/YVXS_M .2FQ'JO-28A1117UI\P%%%% ! M1110 4444 ?M5_P:L_\D^+G_8T:;_ .4I7PA_[#-Y_Z;KJOE>OJC_@B7_RE*^$/_89O/_3==5Y6?? \B/%?]>Y_P#1+/3R7_D(_P#TYW%?U5U_*I^WQ_R?5\:?^RM>(__ $YW%?U5U_*I^WQ_R?5\ M:?\ LK7B/_TYW%?K/A/_ +_B?\,?S/S'Q-_W+#_XG^1Y-117UC_P1;^_?@SX MY_MS:5JGQ*L5N_#7P]T.]\9Z[9N@99X[$(8D8'@K]HD@+*>&4%3UKDQ^,IY M?@JF)FK]";MU=NB\WL?D^!PD\=C*>'AHYM*_:_7Y;GR=17W+_P $X_C!^RG\ M7/V\IH_CS^V)H'B_@\;2:"Q@TN/P9XJTS4X(K*XCD3HZ!M9M^TC&4'IYDC<\K4\74PWL'S0I.IO92:M-_9 MHHHK\//V,*^6/^"V?_*+;XO?]@6T_P#3A:U]3U\L?\%L_P#E%M\?O^P+:?\ MIPM:],(/^1[A?^OD/_2D>9G7_(FQ/_7N?_1+/YHJ***_K(_F(****"BBB@ MHHHH **^J/^")?_*4KX0_JAF_M}-UU7E9]_P B/%?]>Y_^DL}/)?\ D%})?^ER/YVXS_M .2FQ'JO-28A1117UI\P%%%% !

&#]D[]GGQ3^TKX0_;O^,&H MS+K'PE\,ZK;>'Y=6U)-(T>&Z"-=W|)(N(YA'$%,^]0L8.>F0`7OV5OVW_V3 MOVW/#VI^)_V5_CGHOC&WT6[%KK4&GN\=UTISM6XMIE2:#=#M;;O10VUL9P<<`M.W_!7/\`X)K)^T!_PR\W[8O@\>-O{<_L7^S/M4GD?VGG;]A^U[/LWVG=\GD^ M,YF_Y=N[BOB'I/BSK_Q\_:+_ &N_^"T/[*7A^YT+X8>%?V5=9\&>"_%8M&MO M^%A:_IWVC4&UR!" 98;8PK9QW##YP,*?E94ZS3_V6O@Z_P#P:?#P+)X4L&MI M/V3V\=;:T"EAKS:*=:^W;NOG"\_S,[N.O:@#[N_:/_5_95_8G\!*V'C+|J?`MXX:)X-LM60#=.0FI2N]QJ$X)CM[:)7FG8_J2(T;,N&<9%/_ &7OVSOV6OVT M_!=Y\0?V7/C=HGC+2}- O#:.J^F3,LVGS@9\JX@E59;=\#(61%)'(R*\&_9/^ M%'P3^^GPN^ /_!8#]IKQ3*OC31_V7M)CN=6\2:K$FDZ/"?6-M?W^18E4""Y8 MET>XW@>464CO7BG[#GPSTS_@I%^V#^U!^W3X*\.ZWX/^!7Q@^&]K\-O#6MV" M-IM]XY,"SQ?7B2%67=&$60VJO<,I9E&<*490 ?2FA?\ !9__ ()9^)OB[!\# MM"_;:\%7/B"ZUC^R;0)=2B\{:(MH[\Q_9))"2%"K*2Q(`R>*^GJ_;3_6K) MX7_9^O!:/AO_@@O^R'\,[+Q?\ $KQUX>T_0? '@.B.*.5] L+>6(R^>)M4D1 M +5(O+>8W# -+.Q*AOWA7] (OASX9U'P5\/=!\&ZQK\VK7>DZ-:V5UJMQGS+R M2*)4.9LD_,Y4L>>III V:*** "BBB@ HHHH ***** "BBB M@ HHHH ***** "BBB@ HHHH _*KXU?LP_\%\,^ M#K]K/JGSP_XG^+XT[3_"MJCD'519"TE634;C,'*9I#NAX5?N1E/=/VC/V:_V MZ?\`@!^PIJ/A;XZ_"[P7\/C+X/^(NF^*_A*=-\7/KVF)?Z6\%S:7%S,D$3 M(LDAN;=U5&**1(-WW*^X:* /@)O@3_P45_X*#_M/_!7QI^V]^S;X2^#WP]^! M?BG_ (3&72-)^(,?B"\\6^)HK>2"QEA\F&-,:S@,LLO{TF5B57')9?'O$G[, M_P#P6%O_ /@1+XM_;E^>)7[#*7PU^+8T,4YK'X#6'B7XR"QLO!&D*[*LJ09BTE M7[?<*(Y;)EB75OE3:H`ZO44 ?(>N_L)+_S_^\H7PM\,ZU_P5]_8E\:=:XL\' M:QJ*^%]$\- _$K4+N"TM;B.V#SBYLVM"SR&$*496VB(8/S&O$?\V=_^#?C]F;] MGG_@J_=?M.^!/\>K#3/AGH'@'2IO *IXVU:>YLO%<-J*\UPR2W+.Z>08P%D9 MXLCA,Y-?!510 4444 %%%% !1110 4444 8/Q3U#X@Z3\,?$>]_"7P_9:MXJ MMM!O)?#.E:E=>1,7FH+'YMX99/\ EG&\H16?^$$GM7Y?!L,?L[_\%]OV/_$/ MBKXW>./^">OPM^)WQF\?7TL_C?XM^)? CL{IZ\A,F8;&VB%@K=R/-E$@C5/>(!? MW:D'HJ?K?10\'V?M.?_M^3?'?X*J\%/P?V?A%X4U'XM^%OA]<>%OBQ\(;_M[Q?JFMM7TR^$-S+:66]-"466TOD+H\L:I*!).T@*Y(\|$/V;? ^"@EQ\8/CG_P M4|\^+/PJ\'Z)\:_%'PQB\&_!;X5P^*1?V>@\%J9;F)-0U!41)GGOY%ED$2A41 M,!B6^7[SHH _>,]@C]GW_@L]^Q#:^(?'6I_\$Z?A?\1/BSX[OGO?B-\7_$_Q M[U77I2^4A %@RVMK$H1({6(B- @X)YKZF_:"T+_ (*G>!/CWX$_:_|V=_# M6E>.=(NOAU'H7Q0_9TU'QXNFVMKJ32+?MG_$S_ (*7?MK^&_#OA#@?X\'*Z=X2\)_#,POK1U:/ MP[H=I*TY^V7OEQI=74L%V=U/LNBB@ HHHH ***** "BBB@ K\|/^ M^U/[,/\ P4<_;_^)_P _A9\#^2@QX=\4JA?X*-9A^?Q) P6_M/M_V"F_X(QP_"SX? MX.;13X*7]I(^.1M'@XL8L'0_)^T?;_L)^S[?,\G=SOQ M\U?]?10!^87_ 4W_80_;[^+7CSX.?LZ?L^?L[^%_`[,'PK\+6"ZC\..?\ MB9_82^*]3M5\FTBU$!(TUG;1PV[K!@)+(6+Y"]! [W\./BE_P5\OOA)XY\-Z MQ^P7*OA_]^D^ 9X_A5#HWQ074;.36%"Q6MO-"+2%8+:-27.#@B((-V1]A4 M4 ?DU^P)\ ?^"RW[\"V@ZYX@_X=P?"_QY\4/&]\U_\2OBYXG^/V=7\2W18E0Y M^P,+>VC&$BMHSY<;J,_L2Q_57PE=^(L _,*Z9?\ C'1X-/\>?3X9-5T^UN?/-MBMKDQ@RQ))@>)8N64-@9 S@9K0HH ***** "BBB@ HHHH M ***** "BBB@ HHHH M ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ MHHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "B MBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***M* "BBB@ HHHH ***M* "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH M ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ MHHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH M ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***M* "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH M ***** "BBB@ HHHH ***** "B ABB@ HHHH ***** "BBB@ HHHH __9 end GRAPHIC 21-nsp-20241231_g11.jpg begin 644 nsp-20241231_g11.jpg M_]C_X 02D9)1@ ! @$ 8 !@ #_[@ .061O8F4 90 !_]L 0P " 0$! M 0$" 0$! @(" @(@$ P(" @(%! 0#! 8%!@8&!08&!@<)" 8"!0<&!@@+" D* M"@H*"@8(*PP+"@P)"@H*_]L 0P$" @(" @(% P,%"@<&!PH*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*\@+"@H*_\ $"% 0$! 0$! ! @,$!08'" D*"__$ +40 (! P,"!_,%!00$!20$" P $$042(3%!!A-180'EZ@X2%AH>(B8]2DY25EI>8F9JBHZ2EI]>H MJ;JRL[2UMK>XN;K"P\3%QL?(R;GZ.G]\?+S]/7V MJ_CY^O_$!\! ,! 0$! 0$! 0$! @,$!08'" D*"__$ +41 (! M @0$ P0'!00$ $"=P ! @,1! 4A,08205$'87$3(C*!"!1"D:&QP0DC,U+P M%6)RT0H6)#3A)?$7&!D:)BH*#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6V MM{BYNL+#Q,7&Q)C)RM+3U-76U]C9VN+CY.7FY^CIZO+S]/7V]_CY^O_: P# M 0 "$0,1 #_?RBBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***M* "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH M ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ MHHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "N:^,/Q<\!? ,X9ZQ\ M7?B?K:Z=H6A6AN+^Z*%B!D*J*HY9V=E15')9@.]=+7'_ !U^ GPJ_;4^'5S\ M*/C/X:?5]!NYHH[)-0GMMSQMN1M\#H_# '&<$@9!J*GM.1\[_2^U_,YL9J; M^J5/JQ+[6SY>:_+56TYK7=K[VUL2&<'_ 7Q^&RW,'B?5/VO'UKX'N;XVT`MBYA&59@US)F`I%&&"2@FJX/KO6OJOXH?MC? 7X4?LV+ ^U;KOBW[50%N=@/eNM+N+ M/?-J!F \F%%&*DR,3C:VW;ABVT*Q'QW_P %7OC1\%OA)^S5IO\P3$_9[\- M?VOXDU8:,86?A_3@US)I-O%<131!S\S-+_V M:/\ @G-^S_!LW>)+[?X&>]>%+'8O#* MKS24^6*= [62DW:VF_<_(_%O$610S"-:O'$_5Z,9.2@HQIUY24?9^[\25^,7 MWM+.SN?2'P6_X+@?!_XA_$O0_OQ_^"?BCP)I_BF98_#'B/5V62TNMS!$=SM M78A8A=Z&15)&X@98>V_MN? MJ?!G]A2?PMVJ_$6WO]4U?6Y)$T/P]I"*;BZV;`M=\C%B%CC4LH+)8!5?,!Q\]^%Y?!\A[P[^QE*CI5A%$=#\16^FZ:8T \FW M,3IE?4U!^S\ /VD-&^%_[47QO\`_&_Q7X=!-:5J.G:O M<:O<11VSHB7>YXA((7 E)8EU)/5*-3X[QC=-QL^3:_?!IGE_[/7_!9#X9?%;XS:9\ M"/B_\$_%'PTUW7I(X]"/B ;H;F20XB1BR1O&9#A4.PJS'&X<9^P=3U/3M%TV MXUC5[Z&UM+2!YKJYN) D<,:@LSLQX50 22> !7Y>?M!^,]/_ ,"H_P#P4O\ MA[X$_9TL6OO#'PRNTGU_QE#'B*2)+]-:>1"6/,2Q0D_?D=B/E.ZO9O^"E/Q MH\=?M&?%C1O^"7_[- FJ%-8\3%)_B3K4&2FD:6,,8G(Z;DQ(XR-RF*,9XBE0 MQU2-*HYOGL[1:5N9JOOZDY1Q=CZL_$%U? C4H1<+"KB'8 M#$&W!P"Q(^!/3Z%/,_LSPW:WNF6!N)+ MAA@U-(U+'NQ"@D^M?IU73EM>MB,+S57[UVON9[_N:9IF^0^WS"2=53J1=DD MO=DU96Z*WKW"BBBO0/L0HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***M* "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH M ***** "BBB@ HHHH *\1_P""A?Q]^)'I.?[!+^L^-?@[X1O\ 6?%=[+'IN@0V M&FO=&WGFW9N&C16R(T5W&1M+! >#7MU%9U8RG3<8NS?7L<>88>OB\#4H4:CI MRE%I22NXMJUUMJNGF?B,^Q?!=OB-^R5XUUGXR>._ ^"?GCGXC>/\ 5KN61?%N MK75W]JD@S)Y:-83'S78OOF+[BIVC:- V_P"M/^'@?PS^+O\ PAB_X)U>$OC? MX(\ @OJ.B>+)U2\57/#52/~>"U#SVTT2;HHFDD(2*8+L!*@JH8E<_2U%>91 MRMT]V*A.I>#6UDM>]]V_4^#RWP^GA,GK93B,8ZF'J1.Y? 9PBU)M/GYDN.4DU MJIN_79'Y$?'SXR?M"?\ !5K1OA=^R=X,_9T\2.#?Z!>12>-M:U2T<6MM<+"L M#3DE1Y4;J9GPYWL75%!.-WK7_!:3XK?'KP[X1\._L8?LZ^ O$\N@2^'XI?$V MIZ+I%Q,)[9288++#S(T(Q$7D7^(-&#P6#?!H[13>63E2FI57S3LF[=%TM^9<^ M \56P&+IU 1R3[1\;/\ M@B5X=^+?QT\5?'6Q_;@\]2^'[WQ3]LU[<6VF::@$0D;<8PXE4LH(''7T%? RY;WOUO^)^1'M!!O_3O\=-_P4,\4Z5K_B_QCI.F?#?Q.-0L-?GTJ6-/$PM-33;'(\$*RRIN MXX+\'/-?KO116V"P5/ TW&'5W/4X6K5P\"F#G0P[OR6L+7"P>5,C(_F^68 MN1QYF1@@$ 'K]%?G/^W1_P %2/C5X:NO@A\6OV6?$=G:^!(?A_I?Q:^-D,^F MPW+7/@V\U32+*,"^216,+F"\U^Z\Q=IQIC#/)%>L^-_V_9/A1^V7\:-4^)GC MR6R^#OP:^'_A;3,O1[#1%N[S5_&.M74TT4-L(IVN)IS:MIT,=NAPSWX)7HR@ M'U_17S/8?\%6/V<])\ ^/=9^.'@_QY\+-2^'/A!?%6O^&/B%X9^SZC-HK.T4 M=]:),23QW:- ,OD[8GTE94=4+]#R?QU_X*KW/@_JESXW?$3PG^S\]3O#'Q^ ^ M&'PIO?%^D>%?B)X-6%,Z$15+!>,[>Z.*2VCFCW7$8G2>.)6.P' (!]B45PG[M,/Q2UOXV_L\^#? BQXD*ZGHNH:]X>MKN]T[5(1(XY60;F,:.ZJKD%TPQ^1U MS@Y [N@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH M ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ MHHHH ***** "BBB@ ILT,5QT\2NCJ5=`7(8'@@@]13JP?BE\3? WP5^&?B' MXP_$[Q!%!/AOPKHEUJ^OZI.K%+2SMHFFFE(4%B%!&. "3C !-`PW_P3[_X) M3?$+.:_!WX__ 4_K6PFTGQI4OPP\&TO%NFC^'ME#+QZ86_YY2_.:T6B MZJ43)Z8X+PY_P22_:0\ 'W_I*V?XRUJ? M1Y,.TMM/;4K3$]N)M,TZ!5GBPT$LH88*DU] (_LG_/!6WX2_M1?'B?\ 9\U+ MX#_$OX=:S>O,W@Z7Q]H4-O%XACATS3]2E5#!-+]GN%MM2MYS;S,\!F16X;S(MHO5?#G[;GI- WC+]K[5OV&?!WQ"M]6^(GA_P@_B/Q%I>FD31Z3:BYAMQ'<2*< M1W#-.C"$_.$^9@H9-P!\8?#;_@-G-\6I+OXJ_$;P5_P $_? ?@R\U7X.W'A'P MWX?^-GQ8USQM/XBGN;J&YN[6\8:E- :VFF.MO%&H16N#+B4E$0Q29WPU_X)R? MM;WWP^'' PH\0?!SX9^/OV<=?\ !^B_"7QK\)/ED/%=_ T4%_9$O< M?V;9Q1M+$ZK(/-\Y3Y">4^]OVFOVG_A3^R7\. (OB5\6+K4FAOM8M=`T/2-# MTJ6_U'6M3NGV6UC9VT(+SSR-G"@8 5F8JJLPH?LR_M>?"S]JB(Q)IW@S3/$6 MA> (?!FJ1Z=XP\'>,="DTW5M&GEA6>'SH),@QRPNLD*WU'QWX&\-6>M^*K6V@W6^G MQ7+[8H'ESCSRI20QXX25"3\V* /5]***/F_]N#_ (*L?LA?\$[/%.A^':?VJ M=6\4Z/;:]EY#KEVC"K_4]/M8D?8WGRVD4AB;/:"N2..]_9;_;4_9/;8\ M&/X__92^/WAGQUID)47C:]*O-9LPRJW$#8EMV(Y"RHI(YQ?I[HDJ&.1 RH,_U,R_M,K#(()*^*_VQ/^'')WP!^,7BQ? VEOV.]8D_9\^/6D[M!^)OPZMEM([J7J8=3 MLH]L%_!(0!(7>P !9E!3@#[5HKXS)X)N?\ !2'XD_%WXD:]^P-^WQX%LO ? M[27@&R6XU33+)S_9?C/2\[4US2',F0O_%]Z-B>F'2/[,H **Y7XF_&GX:_M"\&P%[XZ\30VLCJ6@LT^>>;_=C7DC/&3A1W(KYK^)W_!0[QC]SRZ?\+/#L.DV MYR$O[]1-<$?W@G^K0^QW_6O8R(LSS36C#W?YGHOOZ_*Y\MGW&? #W#MXXNK> M?\D?>E]W3_MYH^N[FYM[.!J[N$BB09>21PJJ/4D]*XGQ+^TQ\!?"3%-9^*6 ME%U^]'93&Z8'T(A#*$&O@?QA\2?'_,0+C[3XT\8ZCJ1W95+NZ9D0_P"RF=J_ M@!6)7U^%X$Y8?Q%9ORBK?B[_)Y9F'C/B'}K X5)=YMO_R6-K^?\,^X]3_,MX_9^L)-EK>ZM>C^_;.80/_(A4UQ?Q&_X*Q?1W_#$V!U_PIRRE34&E$,EHMJ MP7RPA;=NN5/\8Q@'O7RA7CW]7?\ QY^&_P#KK??RMZ^DRC@+(<5CX4:O,T[W M]LF^B\CXO.O&3C'"Y74KT73BU:WN76LDNK?<_0'0?\ @LG^QAJ\BIJ&H>)M M*#'EK_02P7Z^2\A_*O3O G[?/[']Q'=(?#/[0GAY9)"!'#]MPU@['T"W2QDG MV%?B+17TV*\(.':L?W-6I!^L6ON<;_B?,8'Z1O&=="2^LT*-2/^&47]ZFU_Y* MS^A.KO6+4K2._P!.O(KB"5=T4T$@=`]"."EK\$OAE\<_C'\&+\:C*OB;K M6@OOW.FG:@\<4I_VX\()![,"*^N?@#_P6S^*/AF6'1_VAO!5KXELAA7U?1T6 MTO5'=FC_-3*? 8"+ZU\+G'A)GF'BYX*I&LET^&7W-M/_,"OY'ZKPY[(?A7, MYJEF=*6%D^O\2'S.2DO_ "RZL_32BO_@#^U?\'/VFM&_]_"+QY,7TT48>[-MTJ;]U>6O_72%OF SQN&4)Z,.]$K\OQ.%Q."KNCB(.$UNFFFODS]WP./P.9X6 M.)PE6-2G+:46I)^C6@4445@=84444 %%%% !117Y"_L:_&?XG?L:_M@?&[]I M+QYXPO+_ . OQ._:Q\4^#',=Y)F'PKRWD2:7K 8\1V=T9A97#"'QNMHY;_MD _7"BOS&_8M_1:^-PU^$?AS]F7]G/PSX?U/XB_%G]!X9Q4.9_MB:9I? B$_GO+R=+:;PQP(T>YIP3(BH<]M\3/^"I_P"UU\(]^(3? S7? M@AX"U7XV>%/C-X-\$%+'5+R#P[K-KXF!.G:E&SAKBTPPD2:)O.,9@ZJX+754T^*263Q! M$MQ9QW,[".Y>6WC$LC*% [R_DU?P[+IGALZJIOI)OW-X);2UF#^2D7ERX4&53?(!^@U%? MEE\#?^#A@_$OQ-\,/'^L^*?@U/X3^)WC73]#M_AGH&KWTOC/PU::A<_9[2_N MY&S:W#*SP/<6T<.&%)"RRF,ANH :R_X+_ &3[F#XB>)+O6O%7[8LO"_CR'M29O@S#XOFU+QO>Z2VH0VG]HO+93/;Z?*Z2&Y6UG@.U-JO(')% 'Z2T5^?GQF M_P""L7QP[^_MK>*OV;,.Y^#7A[_#?BK3]-\.>!OBQM]HVL^/[".*TDEU'2M M4E*:>HW7$T44 6=VDM65S&751WO[$/B_]I,Q!_P4U_:Y\-_$OQSI.H^$/#_B M'PY,:I<)O&ETV9=$M+BW2 2RM%%&8I9'G55&^X=G7"DB@#[&HHHH ***** "MBBB@ HHHH *\P_9O/@OI_[OQ0N_P!H[PUJ.L?#Y? 6 MJCQOIFDVLDUS<;2;607:Q)&O\R2Y14@C&O1C>3YTX6*:-H9HU='4JZ,A@ M>H(T 7E;_P3\^.GC[]G\]O6S_9M^%W[65I\/%2&Y6UG@.U-JO(')% 'Z2T5^?GQF MRPA;=NN5/\8Q@'O7RA7CW]7?\ QY^&_P#KK??RMZ^DRC@+(<5CX4:O,T[W M]LF^B\CXO.O&3C'"Y74KT73BU:WN76LDNK?<_0'0?\ @LG^QAJ\BIJ&H>)M M*#'EK_02P7Z^2\A_*O3O G[?/[']Q'=(?#/[0GAY9)"!'#]MPU@['T"W2QDG MV%?B+17TV*\(.':L?W-6I!^L6ON<;_B?,8'Z1O&=="2^LT*-2/^&47]ZFU_Y* MS^A.KO6+4K2._P!.O(KB"5=T4T$@=`]"."EK\$OAE\<_C'\&+\:C*OB;K M6@OOW.FG:@\<4I_VX\()![,"*^N?@#_P6S^*/AF6'1_VAO!5KXELAA7U?1T6 MTO5'=FC_-3*? 8"+ZU\+G'A)GF'BYX*I&LET^&7W-M/_ ,"OY'ZKPY[(?A7, MYJEF=*6%D^O\2'S.2DO_ "RZL_32BO_@#^U?\'/VFM&_]_"+QY,7TT48>[-MTJ;]U>6O_72%OF SQN&4)Z,.]$K\OQ.%Q."KNCB(.$UNFFFODS]WP./P.9X6 M.)PE6-2G+:46I)^C6@4445@=84444 %%%% !117Y"_L:_&?XG?L:_M@?&[]I M+QYXPO+_ . OQ._:Q\4^#',=Y)F'PKRWD2:7K 8\1V=T9A97#"'QNMHY;_MD _7"BOS&_8M_1:^-PU^$?AS]F7]G/PSX?U/XB_%G]!X9Q4.9_MB:9I? B$_GO+R=+:;PQP(T>YIP3(BH<]M\3/^"I_P"UU\(]^(3? S7? M@AX"U7XV>%/C-X-\$%+'5+R#P[K-KXF!.G:E&SAKBTPPD2:)O.,9@ZJX+754T^*263Q! M$MQ9QW,[".Y>6WC$LC*% [R_DU?P[+IGALZJIOI)OW-X);2UF#^2D7ERX4&53?(!^@U%? MEE\#?^#A@_$OQ-\,/'^L^*?@U/X3^)WC73]#M_AGH&KWTOC/PU::A<_9[2_N MY&S:W#*SP/<6T<.&%)"RRF,ANH :R_X+_ &3[F#XB>)+O6O%7[8LO"_CR'M29O@S#XOFU+QO>Z2VH0VG]HO+93/;Z?*Z2&Y6UG@.U-JO(')% 'Z2T5^?GQF M_P""L7QP[^_MK>*OV;,.Y^#7A[_#?BK3]-\.>!OBQM]HVL^/[".*TDEU'2M M4E*:>HW7$T44 6=VDM65S&751WO[$/B_]I,Q!_P4U_:Y\-_$OQSI.H^$/#_B M'PY,:I<)O&ETV9=$M+BW2 2RM%%&8I9'G55&^X=G7"DB@#[&HHHH ***** "MBBB@ HHHH *\P_9O/@OI_[OQ0N_P!H[PUJ.L?#Y? 6 MJCQOIFDVLDUS<;2;607:Q)&O\R2Y14@C&O1C>3YTX6*:-H9HU='4JZ,A@ M>H(T 7E;_P3\^.GC[]G\]O6S_9M^%W[65I\/%2&Y6UG@.U-JO(')% 'Z2T5^?GQF MRPA;=NN5/\8Q@'O7RA7CW]7?\ QY^&_P#KK??RMZ^DRC@+(<5CX4:O,T[W M]LF^B\CXO.O&3C'"Y74KT73BU:WN76LDNK?<_0'0?\ @LG^QAJ\BIJ&H>)M M*#'EK_02P7Z^2\A_*O3O G[?/[']Q'=(?#/[0GAY9)"!'#]MPU@['T"W2QDG MV%?B+17TV*\(.':L?W-6I!^L6ON<;_B?,8'Z1O&=="2^LT*-2/^&47]ZFU_Y* MS^A.KO6+4K2._P!.O(KB"5=T4T$@=`]"."EK\$OAE\<_C'\&+\:C*OB;K M6@OOW.FG:@\<4I_VX\()!

*VL_AW+KGARP@MO'6C6S-H>H<)!L4?,,.8]T M;G:3]QCG(!<'\>-1T^_TC4)]*U2SEM[JUF:*¥MYD*O%(I(96!Y!!!!'M7]"5 M?E-_P61_9^M/A?|*

*M"VGQ7\/V0AT[QS:O<7*QIA5U"$]LYX_OJT4A[EF$_%%98AY-B)7BTW3OT:UE'T:NUV:?<_ESZ0? F&>#7$N#ARSBU&M;[2>D9O MS3M%OJFOY3Y HHHK]ZA'*"BBB@ KZW_X(S? $^3P9^UD_@6>¥VVOB[0KBU$1. M ;B$?,(V^H2.91_OU\D5Z1^Q}XPD\!?M4?#WQ2DWEI!XNL4N'STADF6*7_QQ MVKQ.)<#',N'\5AFOBA*WJE=?_X)Q-I$!3S-%\?ZI. M3A3SN:.WN 3^$X_*OS[Q,E-<,M1V+,9¥U[B.6*-.E^ MA8QG_@{K[!KYA_X*XZ-XA\1!A5^_"^B3ZA=W7B&SQ;VZ{GV)¥D0A+U;[F_M#)¥BVPN%Q^6-.G& <>.4I*,4F[.\FTDK/JSXGQ'PDL=P)F-",',.3 MI2LDFVVE=62NV[I'Y"T5J^(? OC?PDBR>*_!VJZ8KG"-J&GRPAC[;U&:.R]_L M+"XO"XZ@JV'J1G!{2BU)/T:NF?YQ5Z%?#*5'3K0<9+=-- /[F%%%%=!D%7O#.I M2:-XDT_5XCAK2^BF4^A5PW]*HU/I=H^H:G;V$2DM/.D:@=R6_K4S47!I[%T MG*-2+CO=6/Z$;***_AD_U5"BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ MHHHH ***** "BOG;XV?\ !5_]@3GKXD:M\)_BE\=1=?6?#VP>)AI+A+5M4M= M*\QB0#4+NQM)K>P/ED.1<21D*0QP#FO>_#/B;PYXU\-2rXQ\'ZJ9ZKL6463 MYI>IZ=..*1"5=&1@RL"00010!>HHK%\=_$7P%\+]%A\1?$7QAI MVB6-QJ=IUO=.G=K"DMY=3I;VUNI8C=)+-)'&B#EF< DT ;5%I06=E9P//=W=U;L<4$2*6>1W8@*JJ"22< M DU4\&^,?"WQ$\'Z5\0/ VO6NJZ)KNFP:AH^J64HDAO+6:-9(IHV'#(Z,K MCJ"#0!14444 %%%% !7\H_[:7@23X8?M@?%+X>/&571OB%K%1#G^*-+V4(WT M*[2/K7]7%?SJ? +!!7P9D^$W_ 4P\5:U!9&&R\:Z58:_9 +A6+PBWF(/V MF8^[5^H^%>*5/-ZV"?VX7^<7_DV?G'B5AG4RNE77V)V^4E_FD?$U%%%?NY^+ M!1110 5^K7_!KQ^TSIOA?XJ^//V4O$- _Y9\4V,.N>'$=!*UU:ADN8E'=WA>-.M_P#=M6K\I:Z,$WQ[^S?\ &7PW\=/AAJ?V37?"^JQWUA(V2CE3AHG (W1N MA:-*

US\RNP[UXW$.5+.\FK8/9R6C[26J_%:^1ZV19F\GS:EB^D7KZ/1_@|/,_MK6HKR;]BC]LI3X5_MR_L_:/\ 'GX5WZB*JC$6L:2\H:?2,Y5'FVLH'1E)R&P MZ,CCAA7K-?

*RMB,/6PM>5&M'EE%V.:?1H_I6A7HXFC&K2E>,E=-=4PHHHK$U"B MBB@ KYW_ &T/&,5YK.F>!{64'{'&US=@'H[\(#[A03]'%>U_$;Q_HGPU*W'-MB?6Y!B,;;>- -AIY3]U%^O<]@">?B?Q'JGB[Q!=^)=:FᵣRZO9S)*9Z@ 1=2+N&@A1@ ^(OV;OVK?VCG_ &GO@_ \ L]>*?CYK M?B/0_#/[6'Q&^-SXCOYXQ/XLTC3O"-W?V*7[Q*L=Q/;W+B!I JEY;'<1OW9 MXO\ ,M\2>++?VBM0^.'@OQ/\ &;Q0^B^"/VY/A/HOAFWT,Q!),IIL$Z^&A<0Q MF_,*4N;BXF7ND_SCYEK]!?$W_!//]BOQ,\!=!_9CU;]GC08_!'A;4DU'PUHN MG++9G2KY6D;[7;SV[I-#<$RREIE<2.99-S-O;-&V_P'''9_["-E\&/%'[/5E^ MS3H$/@[QK?VE_P"*-%A,RK]%Y,+ L%V\@D\P7"FVA?SE82,Z>8S%V9B ?"WB MKX">/;OXH?\ !0GXR>"? VL_BIX.OOAK>Z?]'A.W\)>> LD;ZI9> =*N%O+_Y M"VH[+A1110 4444 %% M/\!1110 4444 %% M/%% 'J#? X;_M%VWBKXT?%K_ ()1_M1_#+Q7X1U_XM;_+\2/A#\:_!=[''NG> M*$9;?588]2MWCN(%D:%2J3V\T81E9"T;BN-_9:^,5G^WGXK^_7[_P *-6\6 M_ +X0O\ LYWOC&W\%?#CQ2,"[O-0M=:32/L$6IP@3/8V@2253 8_.%U_[_+A M*^N?CA_P2E_X)Z_M'?$K4/C!\8/V8=%U+Q'K,<<>O:E:7EW8G6%0!4%ZEK-& ME[A0%_?J_P H"]!BNK^+O["?!(_QR\(>%O WQ#^!FD/IW@:+R?!:Z,TNE3:! M"8EA,-E/8O#+:Q-&}(T<;*C*B@@A1@ ^(OV;OVK?VCG_ &GO@_ \ L]>*?CYK M?B/0_#/[6'Q&^-SXCOYXQ/XLTC3O"-W?V*7[Q*L=Q/;W+B!I JEY;'<1OW9 MXO\ ,M\2>++?VBM0^.'@OQ/\ &;Q0^B^"/VY/A/HOAFWT,Q!),IIL$Z^&A<0Q MF_,*4N;BXF7ND_SCYEK]!?$W_!//]BOQ,\!=!_9CU;]GC08_!'A;4DU'PUHN MG++9G2KY6D;[7;SV[I-#<$RREIE<2.99-S-O;-&V_P'''9_["-E\&/%'[/5E^ MS3H$/@[QK?VE_P"*-%A,RK]%Y,+ L%V\@D\P7"FVA?SE82,Z>8S%V9B ?"WB MKX">/;OXH?\ !0GXR>"? VL_BIX.OOAK>Z?]'A.W\)>> LD;ZI9> =*N%O+_Y M"VH[+A

+41 (! M @0$ P0'!00$ $"=P ! @,1! 4A,08205$'87$3(C!"!1"D:&QP0DC,U+P M%6)RT0H6)#3A)?$7&!D:)BH*#A(6&AXB)Bl*3E)66EYB9FJ*CI*6FIZBIJK*SM+6V MM{BYNL+#Q,7&Q\C)RM+3U-76U]C9VN+CY.7FY^CIZO+S}/7V]_CY^Q_: P# M 0 "$0,1 #\|_?RBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "O M&?VT_P!N3X-?L-> ,3QE\4S>WEWJT[P:'H>EQIUS?,@!RJD:,EW.3QO4 M$D ^S5YA\=/V/?\=?VBO&'ASXB?&7P*=5U3PA.L^AW3ZI(? $GB%V&B>&=&"^=,H(4R. MS<1IN(4<,S,<*IPQ7XP_;A^(.D?\%1/V[?AU^S;^S7;?VKI7@2^GD\1>,K1, MP+&\MN;F1)!P8HE@54?{$DLF%R"K-N_'.4^.O^#@OP%X=\0}) {71=/M18QRC M(3RM.N;U" >F)F+#W%KQ?KV*4)1C)2}^,8RMWWTVT/RQ<6\04L)7H4J\.U\1 M2P]*OR))NI\¡Y5[LO9O1-.-N^I]*?L6_\%/OA=^UWX\U'X-ZGX UOP-XXTV! MIW\.>("T\:XW^6^%.)0061D5MIW#<.G7(_.:S_X*Q_"W]F_XNG]GWP/\+O$7 MQ$\:PHK7^C^4 2U+(>!&?"NSR;"&*HC \D'(KY^..:TE_X0/_@O/\)?'\.H M^GG6=.TM;]XA@R^<;RR- J1*"'>% QQ6].MC:M.<.=)PE9R: M^S:]f,;7_/8P.:<48_!8G"K$TX3PU>4*E:44OW2CS2@7CABD,6^4C(\R5<$\X^@_VE/#>H'I,_"?6-9_8+_8YM]=\1^,K]EUVWTB MUE>.%$@F874L2[O,VLV!$-NXR-WZS3Q&-K8)5.:R3>O+=M+9}/F88/;>*;W[+5'JG\{_[7/PE_;.^%$?Q7^$MUF:A&$N=/N54,81%4D'*LK!E)5@>N00/4*^#?\ @@1H/PET+]G#Q&WA M#X@G5?%-YKD+SCAS#8S%OVA=&\&Z5^S5\ ?!?B2XC\3V,EUXLU?0])GF(L]YC2S$D2D+YC+(9 M!D$HJK]UV!^]J*Y\50EB:#IJ7++?J>+Q#E5,:\HJX&G7='VBLY)7=NJ6JW6C\ MFS\E_P!B'!M_Q/\ L9?#>R^&'P^.X)<>+Y;^)>(>+Y;^)>(>QM]MTMQJ=QT,CC^S# MLC?=QV3U4!>BJ GDL69O5?i^:QV^V+/B7XO^&G{;GP9 M\0^/DDN\ ^"M=\/.-!.:6TZ+N"A'AA"21R HQ)+21D%2J/"_HW16_U3$^SBE6? M,NME:W9Q6CMT[*KRX;SWZG1A',YJK2;M)4X*+BTER211M"2C:\6]8MZ'P5_P M12\:V:OC;X0USXC_+57QL\'W'AB;XB7PDTK0+J!H91&T\L\DS1-\T:%I%6, M_Q"L<;2I; {UHHKHPN&CA*"IQ=[?]>SP_DF'X>RFG@:,G)1NW}[MR;E)OU;> MG1!1170>T%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !

$#PE>Z+KGBOP/IFHZO:WEDMNLMS+;122SP1K))BWD=F>++;O+9<@'(MKV"O$/\ @F]X2^-/PV_8<^&/PA_;"^%T?A'Q3X'\&:=X:O\ 38->@U&.<:?: MQ6JW:30_+LF$7F!#\R!MK()X[&H)/^".Ol M8_[7!^V?\%4?^"H_C?Q:H]QS<_"KX,VZ^$O#K(>MO<2O9N=0BZ\R>6_3YN.M/E#_ (.;_$?L7C[XI_#_P 8? #+X\^"M:\=:,;97>A^*O"^C^);6ZU*UM4?S[M>66WB=I(D622Y4EP.9%%?EO7I&/Q8_X(<_L ;3^QOXU^ 'I+7()O@?P=KF]> M'7CT+Q#:.0CZF+V$B:V$NH3;[ET,L:!TARK-GJ;_G7UC2-4\ZM=:#KFGS6 ME|8W+VIY:7$922&5&*NC*>0P8$$'H17|!>&F:K&Y&\+)^]1=O^W7]OQNO1(M#/$+++'A,Y6)BO=]J_P#V\M\'^%G\V5]***_1CX(**** "NB^$OQ9^(GP+^)&C M_%SX3>*[K1/$6@WBW6EZG9OAXI!P00>&5@2K(P*LK,K @D5SM7_#7A[4/%6M MP:%I@42SMS))G;&H&6=L G:J@DX!/^)XK'$RP\,/.5=I02?- ?:UM;WTM;>X MXU)4I*:=FM;[6MUOT/Z'O^"7O_!9?X1?MT^#K3P[\33:>#OB/;LEK=;;,M%@0)%IGC*}[HE'&$N% M=9A@< ,[*,<+7\69KQ-DJ7.:_P\3N:YGR=7;O9ZI/=+5LW0^PR'QJPL*C MP^:4VXK15(ZM^O_$_=JBOS.\%_P#!QKX7EM8HOB)^R_?V\X&)I[%\ M2),C'U5)84*_0L?K6EX@_P"#C+X\4UVM[^%OV;/$- Y.!^[CU#78+9"?=D24C\ MC4K.PA(,TQ]E[#_;. /TK\A/CM_P %Z?VO/B7;S:1\+-(T/P#92H5_3X? MMM]@\$>=.@XZ%8E8=0>F/)_V.OVM_%WAOX[W%Q\7/&VH:M:>,ITBU?4]8OG MGD2ZZ17#/(2<9.QB2 %8$_< KXKCGBO.,#PSBJW#U-5,5&#<%--IVWLD[N5K M\]>CE9/1GCT/&'A7$9Y0P5-2=.$F\5_%S3WDBW0 M:9F[G,.FS[G_(^4_6N KZ;_&0O ;>'- |WC"^@VW&LR@P[AR($R%^F6+'W M&VOV#P*X1GQ?XE8.E*-Z5!^VJ=N6FTTG_BGRQ[&SEQE7V5!O[]#UVBBBO]5# MYT****.*BBB@ HHHH *****.*BBB@ HHHH *****.*BBB@ HHHH *****"OC/Q MJ_P6Z_9L^_Q\E^%=_\ "ZXC7?@_3J8U+1M>^+MGHS;.IVHV.HZ=IMTA/F_M:98(+S4H+>;Y2$QORLH\D7S'B^S*_%[X_P#QF\)_L>?'CQ#^V?'!\$|_VDWC MMM /Q)N?&7P*^(^G13P/X@7Q/X;M)5I?3U?R[S3Y\2N)DNH06G0R%T<2I/(_M*/U(.,._;<_9N_96\:?#_X;_&'XA6]GXE^*'B^R\;>"O#MN1+>ZA=7,RQ+(M(@=RVZ,P\R8_(F0,EF56] (\7>+?#/@'PGJGCKQIKEMIFC:+IT]_JVI7DH2&T MMH8VDEF=CPJ*BLQ/8 U\;?!\ !5/X1?"O3_$7P-^.MA\,](M/&>M_M._#?3]4 M\2'3H_[1FLXM4+1VKSX+^4C,Q$8;;N),.G-?4WQ:^)'O$OAKXT^-2" M\6GV/@V[UGQ7HVNW<&=172YNKBVE6/BZ"&$SN;&64+/C-IN@?#WQ)?6ZV7B:UU36W_MFT;1 MO(1[^ZMEFN[IYN)8FMW,K,&(H ^W_%?_ 5_.9<\'2%?42AOJMOXQ?2=$\96 M_A'Q%\1[7PC&-'UZ9XXTIZYU #9'()9H(72![BBEF2.21&R|']\U^0WCOQ-MX8TO_@A7^TC^S+JNNV1^*4OQE\;>%V\.FZ0:E> ^)-4\87, ^EB.+/F2231W=G M/&P!W1X!94A1)Y SA0'8#&3CDT .HHHH ***** "BBB@ HHHH *_! M? _@XL_8_N_@^)TDO[5_@;1MOA+XEW+-JA@CPECK@?=,K>GVA5,X/5G$_0*_ MO17F_P"UM^R_|-_VR/V?O$?!/7O2M2=-UZTVPWD2 S6%RIW0W4G>CQN%8#HP M!4Y5B#|)PIGT^'LXAB'|#]V:_NOKZK=>ENI_P 39+'/((@#\6]*-MK&@WAB,J*?*O(#S%BD0A MU/7G! ((' 5_4%&M2Q%*-6F[QDDTULT]F?SG5I5*%65.HK23LT^C04445H9A M7I_P\\%'P1H3'^A9-4OE!O@XP8(\@K\Z@Y 9P\O*RZM'RW$.9>SC\5IO5_%Y+M\^OEZA1117\VGQ@4444 %%%% M'Z+? L'_M"'XT?"A/#WB"^\SQ!X:5;+,.C$M(M"ODN:*_MDN+2XC/RRQNH96'L00:_A#QSX#_P!5N)/!1PL+8;%-R5MH MU-YQ\D_BCY-I*T3^V?!WC7_6?AY8/$ROB,.E%WWE#[$O-Z_$OQO9^%K4.L4C[!R9 M1_JH5^^WU[#W(K[!1L+&TTNQATS3X%B@MXEBAB7HB*, #Z 5\!?M)ZO\ \%!? M^">/B/PC^UK\'?AG_P +4^%,>F26GQH^%7AS1%?Q+81O)OCU?3I=VZZ,"@*] MJ-HP7)W!O-M_I_\ 8S_;_9'_;_^0^)?[*?QHTKO/;Q*HU33(Y#*#].DRG_E ME=VDF)K=\@CYU_;&5+-#!/^FOT?/#^? /"?UK'0MC,7:!C<1[;K9;(!CHHHK]^.(**** "BOR@_;,_99T?PT^1\??B; P4&_X MJ9_$/]H#1%'C&[U#P#*;A;]IZQ[/A'16@BC@TR'35NH;S37LRDA,UFDGF. MWF'+9 IR^$GQ[97Q:,;+\%/\1'\@G_\6O#? Q1U+4O@JGC#5_C9\6H;MHH[' M@N(}.@>2SM6AGGU"XN!*) \D7E&VE,FYSMH ^[:*^) @C_P5"^*OQ ^+WPN^ M 'C[X2Z#I/BO5/C7XO\ AI\4%T[4)KBTM+[1? #UOK$=WITC!&>&YC%HX69=R M+.R'+)>N/F7_\1'!LOJ[/OSI?Q#^%_P %\3T3PM)\./VI_AEX1BU,SWJRZI9Z MA)H-[LF.$[RVGQ_"IHQ\LENKKCB M_$G0!3N=8\3_ !P\8AK2SU.RNA9/I.GV4$]O=:I(\ZSN)U.;+#"K$%I50)O![_C?XHZY8ZQ['@_P)I$T\,5V8f= M8H8KYHT,/GO"L67$CDJ-P!^EE%?Ff\6/VIOVQ_C=[?[&WC7P)\1_A9 GBGX MZZOQIFLWG@/Q74>(_V&OV1_%O[2ND3M?>(OV>?!]W\1-$L)\6R\ M4S^&K1{O,CVS+.TQB,C3Q^U5(I=VZ))9E4@2MGO>B@#+\4>"?!2\@GC>.QA\;>$ M=+U=-+U2#4M-35+".X%I>P-NAN8A(I\N:-OF21<,IV!%<=XR_96^"GQ&^+UY M\9?B'X,L=>OK_P R^#KW3M7TVVGL[G29KI,J:"9'B+7"O(D>4E9XU"'8B&2 M4R>BT4 >4?#- /8._8<^$_C"R^(7PL_8R^%'AK7],=GTW7/#_P .],L[RT9D M*,T[W_?\ -OBTF[ON8Y[UWM% '#ZG^S) ^S;K?QBM?VB-9_9\|#W?Q L M8A%9>.KKPG9R:Q;QA=H1+UHS.BA25P' P<5W%%%% !1110 4444 %%%% !111 M0 4444)'0 P5[. "7'AK_(^]P%:(16>G?}5N)/1PL+8;%-R5MH MU-YQ\D_BCY-I*T3^V?!WC7_6?AY8/$ROB,.E%WWE#[$O-Z_$OQO9^%K4.L4C[!R9 M1_JH5^^WU[#W(K[!1L+&TTNQATS3X%B@MXEBAB7HB*, #Z 5\!?M)ZO\ \%!? M^">/B/PC^UK\'?AG_P +4^%,>F26GQH^%7AS1%?Q+81O)OCU?3I=VZZ,"@*] MJ-HP7)W!O-M_I_\ 8S_;_9'_;_^0^)?[*?QHTKO/;Q*HU33(Y#*#].DRG_E ME=VDF)K=\@CYU_;&5+-#!/^FOT?/#^? /"?UK'0MC,7:!C<1[;K9;(!CHHHK]^.(**** "BOR@_;,_99T?PT^1\??B; P4&_X MJ9_$/]H#1%'C&[U#P#*;A;]IZQ[/A'16@BC@TR'35NH;S37LRDA,UFDGF. MWF'+9 IR^$GQ[97Q:,;+\%/\1'\@G_\6O#? Q1U+4O@JGC#5_C9\6H;MHH[' M@N(}.@>2SM6AGGU"XN!*) \D7E&VE,FYSMH ^[:*^) @C_P5"^*OQ ^+WPN^ M 'C[X2Z#I/BO5/C7XO\ AI\4%T[4)KBTM+[1? #UOK$=WITC!&>&YC%HX69=R M+.R'+)>N/F7_\1'!LOJ[/OSI?Q#^%_P %\3T3PM)\./VI_AEX1BU,SWJRZI9Z MA)H-[LF.$[RVGQ_"IHQ\LENKKCB M_$G0!3N=8\3_ !P\8AK2SU.RNA9/I.GV4$]O=:I(\ZSN)U.;+#"K$%I50)O![_C?XHZY8ZQ['@_P)I$T\,5V8f= M8H8KYHT,/GO"L67$CDJ-P!^EE%?Ff\6/VIOVQ_C=[?[&WC7P)\1_A9 GBGX MZZOQIFLWG@/Q74>(_V&OV1_%O[2ND3M?>(OV>?!]W\1-$L)\6R\ M4S^&K1{O,CVS+.TQB,C3Q^U5(I=VZ))9E4@2MGO>B@#+\4>"?!2\@GC>.QA\;>$ M=+U=-+U2#4M-35+".X%I>P-NAN8A(I\N:-OF21<,IV!%<=XR_96^"GQ&^+UY M\9?B'X,L=>OK_P R^#KW3M7TVVGL[G29KI,J:"9'B+7"O(D>4E9XU"'8B&2 M4R>BT4 >4?#- /8._8<^$_C"R^(7PL_8R^%'AK7],=GTW7/#_P .],L[RT9D M*,T[W_?\ -OBTF[ON8Y[UWM% '#ZG^S) ^S;K?QBM?VB-9_9\|#W?Q L M8A%9>.KKPG9R:Q;QA=H1+UHS.BA25P' P<5W%

%%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110

NR Z#X5^ +|XE^-K/PM:!ECD??>3/|5"OWF^O8>Y%? M;-A8VFEV,.FV$"Q06\2QOQ(.$11@ ?0"OA7]H+X4_P#!4S]F*3P[^TS^PQ'X M3\?66G:?(OQ$^ VOVB6=YKL1DWB73]4R3%=1H JPN!&27)\TE$KU?]@S_@J] M^RA^WX;SP5X&UN_\)?$O0MT7B[X0>.I0Z;XCT2=/I8KVLF#,BG_EK%N4 KN'V M,=H_TU^CYX93X!X3^M8Z%L9B[3FGO""7N4_)JE+ ^\^5_"F>!C<1[;K9;(^F M****_?CB"BBB@ HK\H/VC/V6=%*?M$?%WXF_P#!0;_@FW\0_P!H#1/%'C&[MU#P#\;/A;]JZQ!/A<TR'3S5NH;S37LRDA,UFDGF.WF'+9)R^$G[97Q-M;\;:+\%/V1?^""?\ \6O#?Q1U+4O#GQ6C#5_C9\6H;MHH!N(I.@>2SM6AGGU M"XN!*) \D7E&VE,FYSMH ^[:*^)_@C_P5"^*OQ_^+WPN^`C[X2Z#I/BO5/C M7XO^&GQ073M0FN+2TOM%\/7&L1W>G2,$9X;F,6CA9EW(L[(^(]&\1 M>*8_%]S[(?6)K?P/I$]Q8:>L! L_DA9EGF,H+3(ICPK/73_'O_@N-;V?QAL? MA'*/B1\'/AO]G^&,@^+]7U?XWW]\RWTVKV[7-MI=G#8E&!CA57FNG9@AGC" MPN$3X@^)7B;P?XW^*,N6.L:AX/\/2:1- /#%=F.W6.Z6^:-##Y[YQ_OMY*C<:?I917YN_%/CL!H?XW:G>QMXU\"?$?X60)XI^.NL:9K-YX#\5W.K^:_M :*%;Z+K+V!PDMM,N^(1-NDAN1#N),1S^D5 !1110 4444 %%%% !1 M110 5\8_\%&_@9_P42USQ[9?$%#]DOQ)X6\7^%=2UGP1_:?PV\;:A=62:1J.E M>*K2_35;2>UMYR89(QMNXW0,L5N)8V=D$+!9U% 'S1^S5^PIXH_9(_X)KW_[M%C^-- -+U+Q%JOA_Q*+W5+:S>TTV+4M9N+VIE2*(;FAM(I[UDC7!81QJ2-Q(_ MX5\,_M'?LD_LH?L]? GX<^&]#\3ZSH.OA#P=X]D%O>2P1Z7#9I;ZC?6KQHOE MF.0F5'N-D952F#*\<;? 1%% 'B7[4'[-'C/XW_'OX :?%;PSK6EVMA\)_B+!?>(-M->@OI)!-=6\^@ZE]J];A$96D$M[&Q#E!L5CDG"GR3XF_L=?MK?#'XX_&?QW^- MQ/K7PLFT3X^Q6EUXEB^(EQ? V]QX8U!>`3DTU[ZU\2TMYEU&*2WAA%?V4OV]/V-)#G@^X,`L/_$KP)XR\$>>%/A+I/@V;P=\6K^[T MM+. ^T]&C36K;YL+2Y>1IT8"_T=54^3&4E3D5ZS_P3\_91N?V)OV2_"[.FI^-M,8M? U'2YM1O]9U6UOLMO9:?ZAJ%SJ%T+>'/\ @EKX7_X*(_")-8*'TWXF^%_M[60^%=7EPJ7L?+-]]PW__#R=LE&/^]<[A\K.&_G3\=^!?&/PQ\9:G\/?B%X;.MN]'UO1KV23TU32[^$QS6TR'# (RGH0?P/4<&OZ[J^+?^"L?_!'[X/ M_ TEEX;^*FEVNS3=>>>,K!JL2CY;6]V@DKV28 M'TPR_+7Z7P/QK_ &.U@<:_ MW+>C_D;_/;7^#U[GY[QCPA_:J>,P;_?+=?SI?\ MR_'8_G-HKK? CC\'"DBU^ MS;\3-2-^ P_?O_U[X>)5?}MNK"[QCZ$V2WAA%?V*R(2K#D$U?^%W@E?&/ MB#?]$?Y;/8@2W]#C>,_ +"#D89R,<('4.P!V$5~M^ [%&P!W$$>/ T0^)]0AQ>ZE%BU5T&8;8 _MQ<\A\/H#L P2LIKK*=-*TTAE95&>BH@55'8!1PH X ' P*;7|+<6\28KBO/ M:N85M$\[Q_E@OAC^K[MM\3]QS'&SQ^*=5[;)=E_6K\PHHHKYLX0HHHH ****M "O?_P!@+!HS_A4'Q)_X03Q-?!//#WB69(I&D?Y+2[^[']-Z*K<(\XX*L3A*\ MHKQ\_P CP'$F35\LQL;TZL7%|UV:\XNTD^C2/7R':\;P!G%';<([3INZ!-=8 MORDKI^3/V(IHKPO\ 80_:+_X77\,!X:\27_F>(O#B)!>F1\O=6^,13\\DX&US MR=R(CC>!7NT<J/\ 0CA_/,#O)DU'L(IPJ*.FGLXOSB!^@YOH+]F+X\26+0?$KQ MK9%9L!)D15Y0=IF'K_=:'KUQ@^? 7[,36,D/C7XEV0,HP]EI,@SL/4/*/7T3 MMWYX'NU?U_X!^_=?"UZ7WU+EE&TJ-&2U3W52HGLUO"#U3]Z5FDBL9C4TZ=_M-^K"OG'|N;_@EA\ L8_\%!!9^(?C;\/;C3? &FCA3X;^)O@V^;2O$>C2*4?GC9_!'_@O[^Q#C3O@7^T3\_ V]//%L<6 MNB_%^&30O%D,/\,2:E;Y@NF'>;Y^9L_=';U[|C_]N+]O/XS?&.#X2?M5?\$G M;?%?P=MFT^XFN/&#?$/3- >T)HP-L0DM0K$R'.TXQOSUKZPHH *****/D2X_X M)M?M!?"_QKXQN_Y+?^"A/B'X6>$//?B6]%OZQX+N? 6F:!%INJ7LAEO:C3)[MH*]F\)12TIB<31++(I[J*&VT[2_P#@E!HOP2L? AIK'[%?Q_P!9^'/BOX;>'[OP MFNOZOH\\O1>(M)NKI;VX34;>4Q>9,,T-=+-.$\)22:48*/L'CN@_\%(_^"C'Q MN_:TU'2_V9OA=\,]>\&>'?%'C'1+ [X87=Y)!XEO8/#^NZ)15W>27TTZ6UG6-H_2^\ @H5^UK_P4H_0ZT/O@\7O!/PW^_VM>+#8]6M-- M\\#Z-J7B77!XD\0W]V\<%K\\5M#9-"UU-$?%"7UW;7MGHNN)J6FZA'%,R0ZC8W M"\:Z7N8@D\?F*DBK)M9_>&MR>;>6VKZ>C0P7 MS"M8+';OOMS$-L"AF#?8M%`'Q;HW_!'NV\%?#/PEIWPT_;5U#0_'GAGXY7WQ M3N/&3 M&X:-1 E20"/R _:L_P"". ,[0W|#&B37N@Z6WC/P5!+)//XLT:T/FID\-=P L M\ 5 JY!>(8)W!G(K]Z:" 1@C((/45KC<5F&,R>66.M)46U+EZ76WROJTK)M)[MI'QO%G!.5\5X64*C=.H_MQM?3927VEY:/LT? R_T5^[/!4_|P2_@^_.:GN/ M$=OX6D\%^(\LVL^%%2%)G/\4UL08L>2P".V>7K_|X^_\$(OVP_A=+<:C M*YM(^(&EQDE,Z9<"TOM@[M:SL%S_LQR2$U^>XK)<=AW=1YEW7^6Y_- N?^%? M%F22)O&,JQZ%X1\.7^JWTO^JL]-LWGE?Z(@)/Y4)-NR'&,IR48J[90HKZD^ M!?\ P1S_&[?C#]-E(SJ'C.?I$5'_7N UQG'K&:[U]W_LR?\$% M_P!FWX53VWB3X\> (;SX@ZK%A_L$D9L<\^^^UAU3G%>GALHQV)> MD;+N)/\ @GW61^&_%N>R3A]WAOO3@_M5/<7R3]Y_),_/;_@G#*|OVJOB;\<=-\5 M?:L]^KB\L+*Y$&OZK>N:,? 34MGQYL4LY&"VW#*BAWW*K!#MK]L_A#^SMX3^&" MJ[UUC4M7V\WL]?+">XC7^_>//TSBNU\->&/#?@S0K;PQX0/V.E:,91",ST M_3;5(((&'14C0!5'L.5ZNF/AYPM4SNCG.+P|\N+I+EA.2OR]]U9;73NXR:;C M=\K5S^H>!N%9\%Y1+!1Q$JG.^;?2*=K/E6ZOI>[=[+8****^X/L HHHH ***M* "BBB@#\7V^_ #GQ1^+_P"\[MX%_8,\<_?VIH='\76?@3X@3*Y4%*\A/B'X6>$//?B6]%OZQX+N? 6F:!%INJ7LAEO:C3)[MH*]F\)12TIB<31++([LJ*&VT[2_P#@E!HOP2L? PG\#:WXVDU@#X&_;!\% MZ%X8_;G^*L_P"\ VF]#NM7^'-K8+X[_&:6N++]?&?DW-R?[*U6V@M?]/EA M\P//!J#O#\MY*HN8?*Q7SQ$$_^":L/!$.J_LW_%O]K7]CK5OB3X1T'X-Z_P"" M_$_A#POX4F\7GP7XAO\ 7I-;M99-.@2:6^CCCOK^R^T11S>6ZASA7$@_8"B@ M#Y8_X)#?!WQO\&OV:/$6G^(/AIJ7@3P[K_Q4\1Z]\-OAYK$0AN?"WAN[NS)9 MV+VZLRVA[V<6P[@7(C(4H5'U/110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !17# M_ ,'PU^R] M^SIX[_:1\96586=8BI!.3XL_X*R_LS6.I^!_# M_P)O#/CKXHZI\2?)\@^"-,^&_AZ@OK3=,&#CR:.8H6RN[JM _P"""Q?[.GB+3O'?BJQ^'Q3' MA?X=W6HZ?KOC$^^ 9VTR:5]/55TMM(M9$9GN[V2XDB\N.-&5EE!+*5D5 #ZPH MKXI_:&_X*GB3]FG]H/2O ?PT^(?PI^+WPY^_FN^_ #>E?$GPK:Q236\%K<+! MJ-OY(/ $8GW)S7KU%1.E3J?"%/U1R8K M8"1Y<32C-?WHJ7Y1GQI^T9_P29_X)\>#_@CXU^(OA_]GJ*VU/1?"NHZC9.G MB;5!&\0]H;621.1]JVI=RC+@(>\1?\!)W_(0T_L5?M9?1$\/A)'N5I\9_@3#=^ M)_&/A*/4- 9:T\1ZI!;M.TC@E(UNOE&%&2*^KO\ @J7\7-'^!?_!-SXZ_%36 MKQ(4TOX5:Y\]F+M@/=2V4L-M'GU>>2)!fL*H?!\$C_(4ZM\$?^"8'P"^&7B"T M>WU'3OA1HC:E;2+AH+F6TCFEC/NLDC*?!7/]0P/_#ZC_P" K_(\A\(<)MW> M H_^"H?_ "]^$O^'9G[_@J6,;1OV6/"DK1_=_M6S:_'XBY:0'\;]?!)>___M _@"P_LKP)X.TG1+7C_1M(TZ*VCXZ?+&H%;M%:0HT:7P12\$D>GA,KRS.?[K M0A3_,,8Q_)(****U,**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** ._-_)^"?A;H7X ^-_V=_'$LL>C^,O">HZ!]DL&/,C@O M+:2W=TS_!*LA(]P*^0-!U#_ (+4^$OV:++]C'PY^S=X)@\8Z;X>B)\,:=^T0 MGQ%@.CQ01PBW37#I30F!\UB("3])M:+SQS+Y?%?:?Q2^)O@;X*_#/Q#\8?B=_MX@BTGPWX5T2ZU?7!4G5BEI9VT3332D*"Q"HC' !)Q@_FOF_]D_\ X*V_"7]J M+X\3_L^:E\!_B7\.M9O7F;P=+X^T*&WB\0QPZ9I^12JA@FE^SW"VVI6\YMYM MC^3(K<-YD40!X#*^T'_P3%^+.@?M<^,OVA+GX Z[^T';?$#P9X>M7O\,^- JYX M'U#*3M;TNQ-C)+>16=Q;6\JK=(L,Q>,-)#)YRK"585ZE^Q'_P3^^*WL,OI\WSZEX>'_@ MMH?A?X0?#K6IXHEJ.VJ]-1GGO\(.1SD2RR_M20.$W!%^@?#GI;GI-WC+]KI5OV&?!WQ"M!6^(GA_P@_B/Q%!>FD3IZ3:BYAM MQ'<2*<1W#-.C"$_.$^9@H9-VY^TC^TE\+?V5/AA)\5?BS??RV;.C:Z.IFG:1 MILMIJ&K:C=2K#:V-I:1 R7%Q+*RJJ^/4DA59@ ?$WA#]AK]L;X+1?!;XD>&_ MA+IGB;5/AU^U-\1?%VL>&HO%5O:23:%XBDUZ"WNHII 8R\46IP3/"2&(#(/F MZ=';_L>?MV_#;_@F3XT^!WP/U,:#\1M4^- 'B'Q$L6B>*$T^]U#0+]Q?5(Q"6$_A;X:*ZS&]7FF:!9VEVB. M&"RQP(C $<5\:KX@\G^WM3MM/BCN-2\F/RXOM$ MBJ&FV1_(N;G:O P.* /SV^!,D/F^Q[4O[+'PF_9) ;G\7_%WP7\3O#.H6GB7-MPGXC\06FJ6D&@6&BM-9Z[9I!$@TQ$N(I:V*)MAD^U+&%WJ#7Z/5P?PB_99_9 MB_9^UC5?$/P&_9R\!^"-0UUMVMWWA'PA9:;- J!W;LSO;Q(TIR2?F)Y:,[R@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B

%%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 !(R37X+_ /!=E_@K M+=_M3>/+O]E'X" ^(67X;^&M0:UJ-G-\OB34(FP6W#*
!UK$P^0?=D<>9R!&5^ MU_|-@X*_X*+W'I+OP'B_9G^%/B$VWCKXAV;K>W%K)B;2M%R4EE!*%/.P:%#U M"B9@0RJ;_ ROX/PXX6C)+-L5'_KVGY;S_2/S?9GY1Q_Q)*+>5X:7^-K\(_J_
MDNZ"BBBOV4_)@HHHH **** "O2?@7_R#+_|_ZH_Z";!VKTCX%G_(E^H#_I MLG\C7YOXN?\ )OL9_P!P_P#TI \G/?\ D4U?E_Z4CO****_BI_.0IT44DTBP MPQL[NP5$49+$| !WIM?
2/I$*!M>WX.?QN\6V@,%0*1X=MY(\^9*I(:YYXPA! M5,9.\%OE.:JO7R+\L7G>9PP>\6LMWTC'K)^2_%V6!-_)U]G*OF>]_LM^2 2'
MX*^"_MFMVT9\1;M&KZI(!DVER=5ME/^SU?'#/W8(AKU"BBOZTRG*\)DV7T\'A ME:,%|V^K?FWJSVDE%)+9!7O7[&?[3,OPXU]+X:>-+_.@:A/BTGE;C3YV/7)Z M1L>HZ
G=Q\V?!;*TS# 8?,L+*A66C^]/HUYH]?),YQN09E#&X65I1Z=)+K%^ M3_X*U2/U,Z]**\) 8>^/#_$;P8WP]\27A?6-!A40R2-EKFTSA6}RAPA}BAY) M->[5^(8
ULNQ<\/5WC*Z/YG(@Y)F^%$?Z>,P!]V:VZ]4_-/3\=@HHKE? MBK\=/@E\"=%'B3XW_&+PKX-TYL!;_P 5^(;;3H@CK\]PZ+*.^M<9ZIU5%>&?\3 M_@IG_P $_?\VMCN/BI_P4_
&7O@OXG\=_#[XBS^(+'Q5X%U31K >$1HV 4O$DF MKMY>FMI$*N?{02>421 H1L>"42"/837PUXA_X(V_%?P_9?$+]GV'IC+3?B'# MXP^(NKZGH/Q-
\0?'S7K#P[%H^J;E)>R1ZMH5EJ%O)+/;I/+%Y=LFRX*1NTB% MG->S?M0_L%?MC_&G]KB'}OSP+H7AK3/$_P"S]{BF>"S^;-]T E8 SR4 >W_'K_@J3\(_@+XE\8Z'/\"OBSXLLOAM
M9177Q,\0^"_!Z7FG>,9+5!9;B5YXS.\=LRS2+;K<&-M?V+8-5\?:\"_ #OA_P)?$IX6_&6;P=XG*:U:V9CN;:4[F.Y$6HV2SE9(6C M24(/.4PON5B ?ICX7\2Z-
XS\,Z=XP\.7;3Z=JUA#>6${0O&9(94#HQ1P&7*L M#A@",X(!J7&_LZ^%_BMX(^ \@?P9\=_'$'B;QOI/A'3K/QAXCMHMD>J:G%; M1I=7*KM7"R2AW'RK|fH.@[*@ HHHH **** "BBB@
HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "LOQOX$_ #CP7]_Q^%3+&H44 M44 =)\(OB/]?PG^(FF>,M+9]CN\HA4_P"N@/$?XJ3CT.#VKT:X_|_!=' MX(>%?BAJ?|-
-[&WP#^(_[0OQ:TV18;WP?X"\.3P66ERLH=#J&IW;.P6L15E/ MFKYH&X9]O%:^U?\ @G]XXM?$/PCN?"C11)=Z)?E92B -+%(-T;MCJ?E9,G^& M-1VKX3C?+E4PT,9%:QT?H]ON?YGJ-
X/Y[*AF%7*]C|VHN:/^*.Z7K'7_ +=/-MF:+]ES_@NA^W5_Q,?VL/VRM" 9B\&W7/_"N_@';+?>(3$?X+G7;C(MYQS\]I MNC/'RCMV?PE_X-X?^"5/PZUH^-OB!\ [OXL^*Y2#?^+?
C+XANO$=Y?,/XI8[4E_%S1'KTA'6OMVBOS(_H8X+X6_LK?JP?_V\CU#X*?LX>_O!]Q# 889_"W@^R T M]TC/5 T2*?0<5WM%% !7DWQ#_;<_9N^&?[4O@#B_Q%\0K>3XE?
$D7TGA_MPO8D37$5O:64]Y+149Ol8_"@A7*^LU\4?M8?!WX4_#[_@}^R9 MX]\#_#K1M*UWQA\4:?%YXKUFQTZ..ZU>>/P-JL4;W$H&^8I&JHNXD*HP,"@# MM_VE_P#@JU\(?
V4-7\4P?%7]F_X\G1O!T+SZWXSTCX/ZC=:&END8D>X6^5?) M:)5/+YP"I!Z5?\3?\%?V=_">H ^'+;52""?CH6NL>&/#OB#7]2/A@I#X/L===N M6M=+;5UDD62U>:=)(S&B2%Y3O*
(T7?7&_MV6O\ PU+^V]\#_P#@GS?'SO"*MP7WQ2^*NG'!FI:=H]Q;07$2:@Y62&?5+]&:2,C#+I^WH34O_4;_9>^!NFZ M=XL_%^(?CGOI:Z?+H>@V7C/X>^<&);,0?
$.72]3>YT+2W\ZVDFCFDU"[^S+] MGEA,PNA$Y*X*@'T5X6^.H@WQG\;_!7\|_#=I]%SJ7@G3=.N?$>)I) GV&UFO M1*\-EYF_<;D0QK.\87"17$#%OW]BNTK\Y/@;^TO^T+ ^R-
\1K|X4^+/"WA#5W M7XP^$-'^-6H-)<_VQK?BOQB()9+ZP8-Y2V%A]JLI6.)T=FMM/D >/R0& 1N@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "
MBBB@ K\|/^#E#XXR_$C]OZ'X5VE^7LOA]X3M+%K<-E5O+D&\E?ZF.6V4_P#7 M(5^_=?RQ_P#!1CXC-\6/V\OB]X[$QDBN_B%JD5HY/6WAN'@A_P#(<:5^F>%N
M#5;/*E=K^']V]9-\KGYYXD4MTLGIT%]N>O!%7 _QXO1117[%?B04444 %%% M% !1110 5Z+|"3^XU,?[<7\GKS]O1/@0?W6]#_:A_P#9Z_;%O\ Y-C?^X? M_IVF>1GO_(JJ?+_TI'H%?
9'I'/[/W_"M_#0^(/BS3]NO:O /(BE^]8VIP0N/ MX9'X9NZC:ORG>#Y3^QG^S\OQ!\0CXD^+,:)-$TF<"UMYERM[=#\ *]XTX9L\ M,2]X8;P/L(DDY)R3U)K\4\,>$>>2SC%QT7\-
/OUG\MH^=WT3/C<'0Y5[26[V_M_P PHHHK]R.T**** "BBB@ KW']@'QBWA_XW-X;EFQ#KFFRPA">#+'^]4_7: ML@_X%7AU=;\!M>?PS\;/"VLJVT1ZY;+(<-P/($?.
_=8UX';8=8K+*U)80[M777XGN<,9Z66\0X7$IVY9QOZ-VE^#9^C|%%%?@Y_ ; 4444 %9>L^"?!GH+]Y9]U*LQ(;C39986@E>>BD92T+/$!QL4(+([*<@D5J44
M9?\ P@W&K_A-?^%E?\(?I?\ PD?]E_V9_;_]GQ_?L7F>;/E_;YGD^9_EY MVOFQGFF>+O /@KQ\NFIX\/\+6,KH]CKP:KL:7]NLHM;V DPW"!N!(A,Y6ZJ< M$8(!K7HH XC7OV:?V>?
%'QDTS]H?Q)\#_"E_X\T6V%OI/C&\]T&WDU*TC D 6 M.X9#(NT2RA<'Y1-(!@.V>WHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH
*_D0\ EW/XF\;ZSXDNB?-U#5;BYDR? MX0)&_;.KOK^?O#IUQ0&UWVDW?^MM;R6&7 >5RI_45^Q>$]7/C'U_=_P#M MY^4^)[?+A.WO_P#MA3HHHK]F/R4**** "BBB@ HHHH
*]O\ V'OA+K7QG\=W M?@[27,,)\F:4;TN%K;]7WOCN>0]CC+,H) R1XA7LGI%_P =O$GP?^(,^@:3 MKLMC;>)/*@E9,$&X0MY!8$$$$R.GL9 20 .\'B;(]7$N2U;NJRY8S<+ORC:,
MVO*_+:_2]SSLVINIEU1'+E97LMW9WLO6Q^HWAGPWHG@[P]9^%?#=@MK86$ A MM8$'W5'<^K$DL5'EF))Y)]?7S=8?M'_%>TF$ESK5O=]'_]Y[&,#_ ,AA3^M;
M5A^UAXNCFSJOAC3)H\?=MC)$WYLSC]*QCPMCL-25.E&/+%)))V22V2ND?F5/-MBG*]F]E'U?^5SW>BO(M/_:UTF6;,]G@FY@CO]^WO5E/Y%4_G6UL[3OPOO9O
M*N!J5F,A&>F125@;[!5G1KMM/-MU>UOT8J8+E) P[$,#_2]U2V4#7-[#;*N3)*]@>N3BE))Q=RH.2FFMS]1Z***M_G_@_NH**** "BBB@ HHHH **** "BBB@ HHHH
HHHH **** "_MBBB@#S7]HC|L'[F']CWPY!WB?]HKXH6WA^-+6KXV6A6*6=Q>W^]W 7<8;2RM(MY;FZ<++R5BC*7XK20))>_LQ10 _"WY MC>X36[EM<2UW\?:O*.FM($^V_AUUL?
I)\^6Y/D\ ; F.&>%?BEIVJ7WQ\,%7GB+P*=-$D\&LZ?_9?!NX9XU.1C O:@EP7$H M*A@"1Z!7XV_L@?LWW?Q&C_XR_#S3OCW\0O#MGJO[*WBG5=8U'0/$SPZB\#V
MWA9C86]V09+*W$AC($1E2,HK*&-:WB;]]S]M,3/"'A'\BKP=X\^)'C47?]6 M'CKP%<^)-(\6:=IOBS5="T6TDOK/3AJU\T4,5Q)N"O<[EGDBM'6-O,?- 'Z^ M45^1OBOXS?\
!03P9)/"7P"U3XH^-/AXUO^T'\+M#\%7_B#XGZ%XF\8^'K'-M7M2AM[^SOIK&>X+1#(FMS>]7DCN2I,]1\?I+\#/A+'\#/A9I7PLB^(_BWQ:N ME+*!XA\=:XVI:K=AYGE_?
W+*#)MWI%)'"(HYQD@'6T444 %%%<_\1OBU*_@ M]H3>*/BW\3/#_A;3%!W:CXCUF"Q@&.3F29U7CZT =!7\H_[:7@1_AA^V!\4_ MAXT95=&^%(6LVD.>\:7LH1OH4VD?6OW<^+/\
P%_@WX=NO$=S=D=HL5#:-S@?ZX9S7XQ_\%3_ !3J_P 5/VP!<_:! MOOV>GRO=?D?A'&F2*V5FK]TU^[]WDO) ,'7WZKR=N@E%%%=9 M\<%%%% %G3-:UC193/HKVX
HYZO;3M&3^*D5N;=!8OBCIDOG0>.M1D;__*>Y MS.!^$FX5S5%95*%"K\<4_5)F!/$XFC_#FUZ-HI_3OVEOBK9R^9>;A9WPD)%=.?\ M?Q-8V@:T:2/RU>=%9SN9\@ MDD<<"OGFOL;
()+?#B3Q_|MIZ%J4EL9+7PU8W>K77' VQ^3&?PEFC/X5\[MQ!A>?M&_LH?LZ?M<>$[3P3^T;\)-*\56.G7RWNE-?(R7&G7(&! M/;7$3+-;2XR-
\3]V'1G!Q5/G3]B_P#9;_9,T;5]%_9]^"^D>'AXAF67Q#>]-M)+FU\9U4JIN]NX:2>YVJS!1*[!0Q QDU\D?\%,/BU\:+_P#;]*_ WPSXC_:
M6TKP;HGP>OO$>L#[F[P_'<7VHZE<:G#;VR3S7-O+ $A@M+QO*R)6:=-@;)\Y M#]H/]KWPA9_"7]E/_A_VYOBS>?!+X@W?B*Q5X\\/QFZ\?ZS>6L.^SM7MK2 MR-]Y<5P+N*
[^RVGF0M;P))L5F8@'VK\#?V!?V0?V:[S0+_X'_!'3_#\GA6'5 M8?#?V:[N9%TR+4FMFO8H%EE81QR&SMOW8 5?* 0*,YF\:?L)_LC_ !$\ ,:\ M+!_&GP+T>_P!$\2>,Y?%VJVTIE#G7I&#-
J44RN),>YR.)861ER0* 3GX,^%/[M17[1_P 9OV'/A9X^\;?%[XEZU\,%3_ !3J_P 5/VP!<_:! MOOV>GRO=?D?A'&F2*V5FK]TU^[]WDO) ,'7WZKR=N@E%%%=9 M\<%%%% %G3-:UC193/HKVX
-HYZO;3M&3^*D5N;=!8OBCIDOG0>.M1D;__*>Y MS.!^$FX5S5%95*%"K\<4_5)F!/$XFC_#FUZ-HI_3OVEOBK9R^9>;A9WPD)%=.?\ M?Q-8V@:T:2/RU>=%9SN9\@ MDD<<"OGFOL;
()+?#B3Q_|MIZ%J4EL9+7PU8W>K77' VQ^3&?PEFC/X5\[MQ!A>?M&_LH?LZ?M<>$[3P3^T;\)-*\56.G7RWNE-?(R7&G7(&! M/;7$3+-;2XR-
\3]V'1G!Q5/G3]B_P#9;_9,T;5]%_9]^"^D>'AXAF67Q#>]-M)+FU\9U4JIN]NX:2>YVJS!1*[!0Q QDU\D?\%,/BU\:+_P#;]*_ WPSXC_:
M6TKP;HGP>OO$>L#[F[P_'<7VHZE<:G#;VR3S7-O+ $A@M+QO*R)6:=-@;)\Y M#]H/]KWPA9_"7]E/_A_VYOBS>?!+X@W?B*Q5X\\/QFZ\?ZS>6L.^SM7MK2 MR-]Y<5P+N*
[^RVGF0M;P))L5F8@'VK\#?V!?V0?V:[S0+_X'_!'3_#\GA6'5 M8?#?V:[N9%TR+4FMFO8H%EE81QR&SMOW8 5?* 0*,YF\:?L)_LC_ !$\ ,:\ M+!_&GP+T>_P!$\2>,Y?%VJVTIE#G7I&#-
J44RN),>YR.)861ER0* 3GX,^%/[M17[1_P 9OV'/A9X^\;?%[XEZU\,%3_ !3J_P 5/VP!<_:! MOOV>GRO=?D?A'&F2*V5FK]TU^[]WDO) ,'7WZKR=N@E%%%=9 M\<%%%% %G3-:UC193/HKVX
-+MM(7QI9>+IEEN+B>XNMYGCDAB*M M*[\1JOW0!7L=(K*ZAT8$$9!!X(t: "O+OVP?@<\0_P!?X+S_"WX8_M,>+/A M+]<^H6__"8>"A%]OCBC8EX5,H*A7!P3U&*]1HH
_/N# ,@@QXC\3]8?C5_P6 M1 ,;*\3V[G]IMI\7!IMI,/1XX;%?!FE@#_B6^%/#]MIT"3]W;HB_I7YM_\0?]--SXN^;W@C]]70;#?+X/ MU:31}>>-?F^Q7FTPR,?][3Q!![W7Y?]=7"?M/?
/PI^U'^5SN_9]\;_+I_B MO1)K%YPFXVTI&Z&=1W:.58Y%\T%>UP]FCR:.],+Z1>O^%Z2_!OYGDY{E]S;* M:V%ZR6G^):K\4OD?R;45T'Q7^&/C#X+?$W7_(1?
$#3#9ZWX:U>XTW5+OW 2UJ3Y.I0Q]9;=B-P R,D8#J"<;D7%;4JCI5%)?T MCPN(LGCG>5SP_P!M:Q?:2V^3V?DS[%HIL$]O=01W=G<)-#-&LD,T3961& *N
MH[@@@@IP:=7MHJZ/YVG"5,;C)6:T:"BBBF2%%%% !7Z7_ \;$#X,2:#\,_$ M_P =-4M2LNOWZ:,I,.OV:WRTCJ?1I7VGW@K\]YO ?@GQ%\2?&NE?#_PE9&YU M/6=0BL[&$?Q22.%7)
[#)R3V)[5^[/P1^%.A? !X1^'OA)XO^'+O^,K+SLS^@_H\\,3S+B>IG M%2/U#1:3{U)H!?=']-Q.IHHHK^<#^U0HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@
HHHH **** /G_]H#PC_P %$]!^.R_%']DKQK/ M?$/A;4O"J:9J?PZ^)NH7>F6^F:C'-(Z:K:7EC9W,LI=)!'+:R*JL(4*2QDM7 M@WPS_P"""7/[2W]}&H_"KXY_LW^._
OC3XC^$I&\66'CI3/'LEWI.D:Z_B/5X MM9O;FRGM8;N33I(KRO&/)F#P'8Y5AN/WS10!\]_L1_LR_%[HEIX9?$KQ3\1 M-3\/:
[\0_B=\0M5!=;WI/AQV:1K34+BVM[+?MI9D\PQ"S@#W#QAI'ED_M8W!1X;\OO^":_P""T%8^ OASXQ\.Z+\/_ (B>/K6'Q?=?%72_&VJ3V6EZSK?B M6TBCN-2AE6TN6VV;1+:PQ-
$=#A8Q!E*JK?>U% '#?LP?"/4OV?\ ]FGX>?_ M6?%4FNWG@GP-I&@7>MRJ0^H2V=G%;M<,"209#&7.23\W6NYHHH **** "BBB M@ HHHH _?\ X.4O^"?-TE_9?M_?"
[02\,B0Z9\1XK:/_5L,1VFH-CL1MMW/ M;,:QROK\@Z_KN\=^!O"7Q-\%ZM\.O'N@V^J:)KFGS6.JZ=-=+F.YMY4*.C#T*.MDCCD=]_FI_X*E?\ !.COM_P3M_:$G\&2KY?[4>WK'_P!)\&?
C''W#LL+B M7F-!>Y-^]Y2[^DOS]4?,U%%%?J9^;!1110 4444 %%%% !1110!]'_LE_$H^ M(?#*$OP_U2XW7>CIYEDS'F2U9L%>G\#L!R<[9% &$>->NU\5>!/&.I> /%UAXO MTD!I,*;
<8E.!*A!5XR>P9"RDCD!N,:^S-%UG3/$>CVOB#!;GSK.]@6:VDXR5 M89P0"<,,A&>&\'45Z."]W7LWTV[/^ ?C/'^2_5,;L=27N5/B\[_&RU]4RS M1117>?GH445]5^PW^QfXG_;^^+
(D)X\V3!5I MVPS$$*%17)C\?AAZ.4Y5C\\S*E@,%!SJU&E%+OY[MDEJWLDFWH?3?_!&#]DTW%Y=?M7^,[!3'!YMAX1BD&27(VSW7M@$Q*>^Z3T!K M!$Z_/SXW?\$L?
VE_V5_BOJW[7?\ P1K^-J>%]?U:5;GQM\#?'VH7%YX0\8-& MBH&C+N9--NMB*BR1L%P])F% V[H/\^_P#!2*R^)VH_\$]OCE8?!8W8\6S? M"/Q$GAP6&?M!O#ILXB$...1*6P$(YW%:
.1O?^'Q/_!-S3_&7_ "7/!35GL&M M?V0_B>/P]J;^4OQ,$7V=M,6V.FH_F'80;D8;CKQ7TP"",@\U\H_"GQ^C*P?I/ M_!&3PYXG\ ?M M+?$[4/CC\8Os7@+:]F?
O3^T5K.C>!/A9H%S;^'_A=XGLO FC^ Q=Y0W5[.=!BUOP_H>G>&-2NY_LV5F6*]NI(+=X[""%VIT5[IH@S(R@E@17Y M@>'OVH_CEX_^%.E_M>:UX]ND^(LW_!)QO7X@?Q19*L%P-
6BN;25;U=@"1+YL M8D^4 !N@ P*U?C9X[^),[.OQ[^._[(H9(/TVXT M[4VFAT^W: Q6\DD0B#RLLA>6".9LL#N /U6^+?Q=^'WP+|"W'Q*^*.NQINBV MMY9VL]XEC/,)!(ŒL0$<
MMM$\B@@"%<|_P44_;&^,>H^OVFOVAOE>?BG^T/fTWP>OM2M]+\@^&_%NE>%_M_!'@R^TRRA:33&L9[LS^(O>5\'TPAC*:0./URHK#^&/B*\?_#?P
M]XMU:)]IU30[2[N/*7"[Y(4=L#L,L:W^ "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH *\Q :]_9(^#O[:P/U3X$_&G1/M&:MGWR^98W\(
N=,NU!$=U;N0=DB9/LRED8%68'TZBM:%>MAJT:M*3C*+NFMTT9 M5]-+$4I4JL4XR5FGLT?RV?MZ?L!?^\ X)]_&&7X9?%O3/M&G73/+X9\46D3
M"SUBV!^^A/W)%RHDB)W(2,]LKMX=7]8OI2OL/P1_;Z'%5]&_CWX'MM;T6\ M^>,2/#-9S $+<02CYH95R<,08E3E6(/X"\!2O_((_M"_L(W]_P#$/P:.
M77C7X8K(7A\2V5OFYTN,GA+^)1^[QT\Y1Y3<F,L'] <)<=X7.81PV,:A7V M[1GZ=G_=^[LOP_BC@O$Y3.6(PB_L@?$IN%N/A9JMP20'NM&+$GH,S0CKQC[X , 8E)R6%>#5:T/6M
M2\-ZS;^(-'N/*NK*X2;WDV@!74@C(/!&1T/!Z&JC*4)*2W1YV;Y=1S;+ZF%[M;26_9]'\G_D?<5%9?@KQ?IGCWPI8^+|(6&^@#M"'R8)_RL&&2!N_#8
MPPKZF_8O_P"'_ Q<_:FO+7Q;XA@G\>2X;36[F$UZ@/*XX^J_P(.Q M$}744(+[_R2W\;EJ?@<^6\,9IG&<_P!EX*@YUDVFETL|-M[* M/!YM+5/_P!E;]E+XG?M:?
$:+P/X!LC#:0E7OH7)XR;?3H2?O.1]YS@A8P=L#V 48 M JW\%O@A\-/V?? 5K\-_A7X;BTW3;8:FV_-+RIIPP\!F\)K?\TO/LMEYO4_M_PP\+CEY*R17"_M_LR?1_M7^)OA;^TI\%_#?C?
0)B6_LSQ)I4=TD3X MQYD1<%H9 .DB%7'8BNZHKX,_6C\^1_P0:O\X 7#W7_:,K_@I#\:O@!:/BUO MX.,J+XI\,VQSD&/3=2)P<\:,K9 XKW:JA_X+_ !2WX2^*.;3]N3IM7PC\7 M-$FTZ-
/#!:)\.(M!N[>Y#Y>27R79'5DXVCH1FO!"B@ HHJ*_ENX+&>?3[1;B M=(6:"I=@D< X4M@[-X?TWQ M1H<.G> +^]N+ZZDT_0$,MC]H0FU$<:"1XUF>)A%(V5% 'WI'_!/_P#8YT'P
M@/ 6D? ?28-'7X;WW@!+!9IRB^&KR3S+G3!F3(A=L'@E A@ "NITS]FGX#M:1XEQ_%]G\+M+_ JG@NS\(ZE+<1€9+K0[5IV@L)(Y"4>)3>); M1[F]A>UAB6T=WF-
Q,;D;U&WD\ 8@UNX3X2#P+\0/C_H_CGXEZ9=S7?Q/BTOQ M+'?_ -B;O>327$NG+&LC-:VUNS-;01,%Q%;KQNW$@$7P)_X)T?L5?LT^^Y/' M'P5^ 6F:/]ITF32K6}>
!N;MM/L'8,]G9BXED%E;L0N8;<1H=]Y7Y1CIM,_9* M_9ST;X=>_ ?A+IGPIT^'PY\+M2LK_ ,:4KR^7HUS:1216TD1+Y)C2611N+## M'..]%HH \V\=?L@_LV?
$S4O%FL>_,A+IVI7/CG^P_P#A+)D\)0=2_L>Y-SIF M_\2O]GF8NNW&2?FR.*XKXA_\$MOV OBOXT\2^_,B+ ^S1HNK7GC*9Y_%5I<&56#A@&'OU% %+PUX'+/ MI-
I^FV45G86_F_E0O(S1=S$LV%A#))))QR35VBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ IEQ;VW;O:W4"2Q
M2H4DCD4,KJ1@@@\$$=]?10!^>?[=_P#P,Q?LP?M*W-WX_P#V=KR+X7>+)RTD MMM867F:-> R'GY[52/LQ)P-T)"CDF-BDM_OOY'QF<<<#9-
FDG4IKV4WUCL-6.WW6/X^Z* !Z_;# X).?\ M!/C|HEI[KD_LS:!!J_+ ;>$N:=:;M&A]%Y7FQJ6)IZ_1\#XG[#C7A::NL5'Y#W5H)67""$'D'9X;?X/\ )GYXT5^1OA;_(-8?VB[N1!X
MV_:B\%>:I(\PZ5I=Y>%?7 D$.?T_"O)1'@O M;Z'IUMI4(4?5+M7"\/=M)Y M+?\ 7((:OHD * J@ <-5\;FGBJG%QR^AK_#3_/D4_P#V[Y'UF6^&C34L M?6_[=A_\D_|
+YGPG_P3P_X(9?|C|C_0UU/XR^<+7^(OB"2=;HV=U:B+1[&?:_M 3%;G+-3,0%!>4E6"*?+0BONJ***WB6"")41%"HB+@*!T'84ZBORW;\WS+,*_M_M<95./!O!;_QR_;3U#Q38Q:^4/!_A'2-
#€TZ1C M?6,VE)]RSRR"2/RQDW\1CP7R4;C0'XVETBX%SIT=Q8-;\VN,TR0R7#Q7$^_ RV6-8PY(M^WJ*/'OC5\"_&WQO_:+^'&I>)))),%?AOX FG\2W&G_;&-QJWB1,0Z:)(\NT6
M]JDES<\L2US]E8 >1D^#_P#!.W_@GO\ C\|F/XRZ%XJ^*5MX,M--\!?"[5/! M&GZMX9U:.XO?&S7FM0ZB-7U&-[6$6TT:6^/+\RX)FO;LAPNTR?;-% !1110 M4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M %%%% !1110 4444

S$;E|_1.BN*.6S^K^RE4O9IOT2Y6O3?Y·MGRU+@7$K)/[.K8UR5.4)46J=.'LI4VVFE%)2O?7FUWUNVS\S_P!FS2?BE_P4·M3_X>;=^VWJ7P?UKPKX |%Z;&FFR:Y 4;ZECAD6&)&(D?SIGF;9E450I.64·MGQ__(*8_&+|H#|H7|KF70?$7P#\|=ZU\+O·NOO::.?X43P;QLE*·MK5=6K+DC^\D[63C>R@K+W=5=:GQA^P#^WMXL^+?CO2?V:['|@+6/A9X:L·$F·M-AJ$E],UM:K"H*O|'L85RQ)Y+·Y)R3N)->9Z=_P·%OVX/V+/B7XO^&G[;GP9·M\0^/DDN|^'"M=\|/-:|;6TZ+N"A'AA"21R·HQ)+21D%2I/"_HW16_U3$^SBE6?M,NME:W9Q6CMTI'KRX;SWZG1A'.YJK2;M)4X*+BTER2I1M"2C:\6|8MZ'P5_P·M1?\·V:OCX0USXC_+57QL\'W·AB;XB7PDTK0+}|H91&T\L\DS1-\T:%6|8, M_Q"L<;2I:[UHHKHPN&CA*"IQ=[?J>SP_DF'X>RFG@:,G)1NW}[MR;E)OU;>·MG1!11?0>T%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%

*'J5U|3X{BOA2CGU'VM*T:T5H^DEV?Z/IZ'\|=%?2__M 40_P""6G{1G_!/#QBR>.=+:6_!E[=&/0?'.F0-]EN>16*8]ZGX3B\)B<#B)4,1!QFMT_ZV\|F M%%%%=1S!1110 4444 %%%% 'J?I)_C[_(1CX@'PG>RXM/$"K N?X;I23"> M2"5D=&#(Z-@J1R"".AK[,^&'CF#XD>!-/\ M%\;)YT\?EW\: 1W*<2+@<*"<.]DD2N[!5+2<'UU/ROQ%RC^'F--?W9?^VO M\T_DC>HHKK/@S\$/B?\ M >,:+?X>_"CPK<:IJ_ +B,8BMX\X,LKGY8T&>6)! M ,D@'MK5J.&J2JU9*.8J[:=DEW:/S+#87XW1H8>#G.3LHQ3;;>R26K9A^% M2"OB/QOXC1U^A#1+G4M3U&K6"QL:2(O)-(0P%4#=(ZU^NO_38 8?%/B^.."|\=ZS: :I>(0Z6$1MP:?%/B^.."|\=ZS; :I>/0Z6$1MP:?%/B^.."|\=ZS: :I>(0Z6$1MP:?%/B^.."|\=ZS; :I>/0Z6$1MP:?%/B^.."|\=ZS;

*X%K(\+9|26+C| M!73;1^U5X(ND1=8T34,.5B WE]DL:>^[A75Z4U+T:?Y$M%%%9& MH4444 %%%% 'WS^Q9=F[_9K\.;NL?VI,_A=2X_3%>1UY3^Q-"\/[-7A|G7&| M[QA|/M4H_I7]U?A&<66;8BW\\|O| TIG|G<*MOAC W_Y\T_| TA!1117G'O!1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %?G MC^RA^R3\ O|*

@]'XF^,7[3O[>/@&+XCW^G_&SQ/X-\%^&?$UU-+IWA'1|'O6 ML(8K6T#B*&ZE:%[B6XV^;S3##!5 K]#]^6_%_P#P3V^+/@_XR>,/C#^Q) ^V7 M]WPC'Q&U,;KXZ*W/@VRU_2+S5? +2)|4M8;AHWL[N7$X{!12E%$%$f12E%9$0+$ _^ M' C\!0OVI_V= #?O7_8:/ OJNY= -^$7[5_PKT|P;K'BK5[^ZO7+,1-?N=*NT MT*2Y2833VUO<2F)EE=W>$SE\HG[N/0=,_~/-/|?

OP1_:*_;]^+7P\,_"[4M*^' MOB/1O$7BF/Q?)?B_=ZG]/[0UG&GB/5$T:. 6$ MX\-VNRAR30Q*Y!#"V_82-K2%,D &@#$YL^/?_ 7&M|/XPV/PC^%'Q(^#GPW^ MS_#'0?^%KZO\;

[^^9;Z;5[=KFVTNSAL2C QPJKS73LP0SQA87.:T_A]_P5>_ M;M_;%U#X'^& V)?@[\/K& | BQ*]=\6ZU=?$75+V2TT&72-7M=-NX4-FJO= MQM/*\<;@1Y#1RGA3&W]L? !,_P"

(7PM\3;,\0?V!?VOM1^'//B&7X9Z'X+\;3 MW7@VTUV5\00:1 +\A!'V:9T^SWL22S*'#M&R,JO&^T&NT^#WI!&F_'3XU_# MOXVW7QU\8^+=3_'75?

IWOC:_.H7^M?;]0L+Z74+]f<|C*)+$*$50BK+M4 M*]*M 'OZ[@H#$$XYI(&^6BB@ HKYM_;D_;3_:<_9?\5:#X9_9[_X)O^//C@FK MZ?++<7FI>%=:L[*VTUT;.(96N/XF'S# QCWXKP^/_

(*+?\)%N/&]'"X=_|$"9 M],5@/^)CXS_;)T2V2/(fP)$9&YST/&/>@#]]*_/XZQ_P#OV3/A M'82?ZR34M0UO7M3A_P!P0@6S$=]WX4Q_^"6G_!4WXWCR_P!K?_@NCX^@TV?__M (^-

!^|_@/3O";PKW2/4$\R=0]YES0!^&G[2G@>?X9?M%^/OAQ=1;)/#_C35 M-.=<8P8+N6+_ -EKBJ^C_P#@J]^R-8_L3_MK>(O@GH/B3Q!K6D+I]A?Z1K?B MO4C>:E[$)=*/\ H]_:

MI/$I<,4#*#L8CC:=F%/MKFYL MYUNK,X>*5#E)(W^\$MZ4TFC)-W-8!1TIE%4TFC)-W-8!<7 I MA*&_"NFTCJ?QI9K%/JNEZ;>JL_>2&)HY"_ !5MH_[YKS*BN*KEN

K?'2C| MUGIZ/0HYKF5#X*LOONON=T>ZZ3^UEX8G8_V!X2OI4#[IM)TN,_|,??EX_6NF MTCX^?"G5Q&H\4K;2R?\ +&\MQY(OU;,L'_?5?,E%>95X;RV!\-X^C_SN>K1X MJS.G\?

++U5ORM^1]A:3K>B>("1H&M6=_M^]!ANDFV_783BK5?&===3X(]9_%2 M!U[3?#'A7O?]9GO+R*VLK1KMWC,DC!%&QLJ>2.U>97X6<(N4*JLNZM^-_P!# MUL-Q;&I-

0G1=W!%Y]+\S]L_V8=!?0_P!G_P *64BX+Z0D^,=1291_Z'!?> M52\:-+%X;,.?X=MY2\=A916R.5 +!$"@X' Z5=K^4<55]OBJE7^Q#9K"MZ?+_>[G^B M&6X7ZEEU'#_R0C'_

,!27Z!1116!VA1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %?#%M_P4*_;^^+_[5OCWX+_L\G|F_3|# M\)?

$>7PEI%C\2OB'J%EXBUV6ULI26^GMK.VMY1+&D\\|*D');W8$#&3|SU^5 M/!8/PA\.?%;X/?&S]E'P=_P22UOPW\>?&GQ'OKKP9X_|.>!IKC2;J^GOEFI_ M%

[>*\"L5DZ+MN)87F2XC='A2-PPR ?1'QQ_X*$?M+7?QF^(?P^_9(^'GPNC MP^%N10:)<+\1_&\IEWGC;Q&UC!]$NAZ.J'426.VNK53/.64SW*IL"HTE1?M(_M_P#!2?XY_"?XFZK:^&?

A)H5AH/@#PCX$UI%Z@#XJEE_MN]_X2;6+G35L[!K>_M0P)++:?97+,PF6:5EA79_K:^;OC'^Q_X!^#7Q-_:M|++?M$_|+!/;Q=\;?$/QL MN?

[5^%/C3P_\.'UN*X:XT>WMGL#=HK1^'YH=1ADF,\SP(4>&02,8E"_3WQ0^_M >M?#C|BKX2^(OB!\"_#?Q-_:9\)>#?#WA+PCXRUCPU'JD|AXGEA@MWU22Y: M-GCM;>Y$M_+

(67Y8&*D2.N0#VWX'_OQ3\OP^\"ZE!X;T M_6@CFYU;7X@[ZH$;?I_5^S6QDM#7A2QN8KM2P$0!9K\TK+X>_M*_LQ_M5>'/V-M<_A!K?Q;>Uˆ-^-/ UEX$@M=-O9?#6N>$Y5$GB[5-

6G2$V3:A)/)J<\DEQ(MP_M)C9^5CS@'_2V@ HHHH **** "BBB@#\@_P#@Z7_9T>;T^&W[5^CZ<3Y+3^%] M>N%3.%.ZZL\D=!G[8.GNRBOQWK^I[_@-H-^RW9_ME_L>^.;?V?

6CA_M#6-(;?0 M)IB (=2@(FM6+?PJ9416(_@9AWK^6K6=\U?P|]UH&NZ?>:7MC$SGZS% M>[55_P#MY:/|'\RM1117Z*!!1110 4444 %%%% !1110!I&?L?^-_[6\(WG M@6\N

9M9F\ZT5G&3;RDE@HOT63))9P*|&KY"'\?CE?A_P#$S3M8NKGRI*>3 M(+!)9R%$,F 6;'4(VV3'-S(45E.&\(-(>G@:EX.';]^?"B7'<9 M?5,W6)BO=B[__;RT?X6?]V)1117:?"!1110 4444

%?17_!+/X/2_%O|L;P[M<3VGF6\A>1OD,K>ZB, ^E?&CQN P[, 5.58@_2<*9]/A[-X8A_ =FN\7^]W7!LJ?/\ M39)'/;@/DWD!YBN86/WHI$PRGKS@@,"!P%?

U!1K4L12C5IN\9*Z.V:>S/YSJTJE M"I*G45)DV:?1H****I,PHHHH **** "BBB@ KZ_^!GC4^?A?IFLSS%[JW3[M%?L=Q)FB &2\3]YF0QN3ZR$=-J^0*JA_8\\:'3/%]

[X&NI/W6K6_FVH(SB>$,V M,YPH,9D)\2B#TK;#U/9UD^FWWGRO&66?VED=3E5YT_?7RW7SC?3][T71117 MM'X'%%%% !114EK:W5]=1V5E;23332!(88D+,[$X"@#DDG@ 4-

I(;3;LC] MDG|G77OVHOCKHWPHTA9=M&MWL8_X]+&,@&U9WJ+,MZ\R<RO+QP0]YZNZCO7[A>'| I?:P MKH-EX8\/.?':6&G6D=K8V1(PD,,A$0#T"@#**^>_P#@FO\) L.1_I,_\:OX

MNL$'C/Q,B7&N,<%K*(?^"6OAC_@H ME\(8]7|*29M-^)GA>VD;PK]\H"I>QG+-I]PW_/)VR4;_)9.=P^5G#?SI>,_ M GC'X8^,M3^'GQ"\-W>CZWHU[)::IIE_"8YK:9#AD93W!_

]1P:_KNKXM_X* MQ?\ !'[X\0Z5+LN]/OH\$@_=D1AE98V'* MR(2K#D$UR5?O5.13]TU.#3B]4UJFO(_%*E.=*,A-6:T:>C3"BBBK("BBB@ H MHHH *N>'==O_

QK]EXDTME%S87<=0Q!O7*IT8,.CN,CD=Q5.B@&DU9GW)I&K MZ?X@TFUU_268VM],1W%OO(+'\4, Y.-P!P1V((QD7DWI(GC9=:\"7'@NZF'G MZ+

<%K=20.VTQ9L*.IVR>86)`YZH*]9KV_4_G#B#+7E.;U<,E[J=X M_P"%ZK[EH_-,***DM;6ZOKJ.RLK:2;::0)###$A9G8G 4 .DV[M(CKZP^%?_!'[H?XP?LXO\U?\$\)?^"5C^'|BQ^.7[4.A

WL;+/H?@^Y4$0$G/*LKG=/2!=>E'6'B8C(^W:'=,3'>02%698U=I%PP!E"-)7V17C7[:G[/ M@)__ 4&^&B_##]]?X36?B"VM7,VBZM&S6^1:-<'&)!.[C(EMW!"D[3M;:. Z ML.*^3;#X'?\ !

<;_ (0^*._9K^?&A>^'VR7%CX_^*NK+HWC73X%^[!!]^ M/L]H.\9+D;ON]] "OP_]<_1>BO@WP;_P %T[2Q\4Z;\.OVEO\ &S

*{9O@ZWA738X;B;3)#;2MYOER2%8S;M=Y1W ^6 LH?!/IL MT/A0?L63F1/"_P#PRW_PQN1MR!9;?^%@^9U_Y[_VCGK_ --7_!*SXT? K]MS]l;POX\UOX@310?#/PAI7B5]5>WD4!5O8Q* T2APDQ(M5?!LZ#=OD"U\4?!\$O?V>_!?Q> ^/US\5_C9"%^&/PDTB3Q?!0)I$!2>WMOF@L@ M#P[W$P2,1YRZ"3'(J,+@:,;)RNK5]H:G1JRE%Q3<9)J-E23;<6G[L7>7O.5KW MLKQ.-jX?,]5-PO4JTXQDFTI1.&])^-ER/YXXU_Y*?$>L?_2(MA1117UQ\L%%%% !1110 4444 ?I_ _P &]?'\ R33XR?\ 8=T?_P'$W5?K+7Y- M?\&]?_)-/C)_V'=' _P#1-U7ZRU_,W'G_ "5F)|8 ^D1/2'X+ _P"28P I+_TJ M04445\@?4A7\'_ T]-M04445\@?4A7\'_ !:W E*\:7_+ML.6O_I!;5^G^%7_(\K?!>W_Z5$:_?$O _)$!+ KXO_29'RU1117[R?BH4444 M %%%% !1110 5_3!_P $4_ E%S\(/\ L!7/_I?F44 .BFF@),,S(64JQ5B,@] M1]*;110 5N?##_DI?AW_ +#MI_Z.2L.MSX8?\E+!,_ !8=M/_1R5%7^%+T9= M+^+'U1_711117!='}6A1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110!^,/ _=6?\E)^#7_ &]9 _ 1UK7Y,U^LW_!U9_R4GX-?]@/ M6?\ T=:U^3-?TUP) P DGAO27_I.-?\ DI\1ZQ_](B%%%%?7'RP4444 M%%%% !1110!^S]/ _P"S MK^SY^S]K:`*%/"_P!\2:?X_ \ BA?6EI+ NO\ B4W$:W\=?BE8>*5TV7PU=V(\+6T,<+ M/',]PH624O$8AY18;,'(&7@(YCEN-I>QHN4*CY;RBW\044]VU90;YIU7=;JT M$DT3C98#,,'4IK52G!MR ML/XG?\DV\0]@.[_ /1+U1_BQ\414_AOT/Y%Z***_L0_E(**** "BBB@ HHHH *W/AA_P E+\,]AVT_P#1R5AUN? ##_DI?AW_L.VG_ *.2HJ_PI>C+I?Q8 M^J/ZZ****_CH_JT**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** /QA_X.K/^2D_!K_L!ZS_ .CK6OR9K]9O^#JS_DI/P;_[>L_^CK6 MOR9K^FN!/^23PWI+_P!+D?SOQK_R4^(]8 _I$0K6\!>++CP%XZT7QU:6B7$ MNBZM;?\4C+(T,JR!21R 2N/QK)HKZV45.+B]F?+QDXR4ENCV7]O+]LGQ-^ MWC^T5?\ ]17BWP98Z#>W^GVMH^G:=VI!GU2RME)M-.6$!CRHV]QV@=BSD] <5XI!7 M''+L''#4\.H>Y3Y7%?=ER_#UUMNKWU2>Z.N6/QW_ .E1 M/]2BBBOP4 ;PK#^)W_)- O$/_ & [O_T2];E8?Q._Y)MXA_[=W_Z)>M*/\6/ MJB*G\-^A_(O1117]B'\I!1110 4444 %%%% !6Y\,/\ DI?AW_L.VG_HY*PZ MW/AA_P E+\,]AVT_P#1R5%7^%+T9=+^+'U1_711117!='}6A1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110!^,/]U9_R4GX-?]@/6 M?_1UK7Y,U^LW_!U9_P E)^#7_8#UG_T=:U^3-?TUP)_R2>&(])?\ I.-? M^2GQ'K'_ -(B%%%%?7'RP4444 %%%% !1110!^S_ /P:I_\ )-/C)_V'=']_M$W5?K+7Y-?\ !]G_ ,2T-3_G_&'=']_1-U7ZRU_,W'G_)68GUC .D1/Z'X M+_)>W_ #@_?_ZZ_P#2!!1117R!\2%?S0?\ !:W_)2C?%_ -_!_P6 MM_Y2C?%_ _L.GO_I!;5^G^%7_ "/*W_7M_P#143]\2_ ^1/2_Z^+_ -)D?+5% M%%?O) ^*A1110 4444 %%%% !7?],' !%/_E%S\(/^P%<_^E!S7\S!?TP?\$4_ M^47/P@_[5S_ .E!S7YCX]_\B.C_ -?%_P"DR/T?PT_Y'-7_ *!O_P!*B?4E M%%%?@I^UA6'\3O\ DFWB' L!W?\ Z)>MRL/XG?\ )- O$/_8#N_\ T2]:4?XL M?5$5/X;]#^1>BBBO[$/Y2"BBB@ HHHH **** "MSX8?\E+!,_P#8=M/_ $L_P#HZUK\F;_IK@3_))/#>)DO_2Y' M\\<;_P#)3XCUC_Z1$****^N/E@HHHH **** "BBB@#@G_P#@U3_Y)\9/^PI[_P#Z)NJ_66OR;_X-4_^2:?&3_L.Z/_Z)NJ_66OYFX_Y*S$^L? _2(G]#\%_),8?TE_Z5(****^0/0K^_@_ (+6 M_P#*4;XO_P#8E_U\7_LCY:HHHK]Y/Q4**** "BBB@ HHHH *_I M@_X\( ]_*+GX0?]& "N?_2^YK>9^OZ8/^'"*2_*+GX0?]@*Y_]+ !FOS'Q5_Y$ M=' _KXO\ TF1^B^&G_(Y[_P#7M_\43ZDHHHK\%/VL*P_B=_R3;Q#_V (O\ M!$O6Y6'\3O^2;>(?^ L!W?_HEZTH_Q8^)[(?PWZ'\B]%%%?V(?RD%%%% ! M1110 4444 %;GPP_Y*7X=_[#MI_Z.2L.MSX8? \E+!,_]AVT_]'45?X4O1ETOXL?5'!=%%%%?QT?U:%%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 M 4444 %%%% !'XP_!5G_ "4GX-?]@/6?_1UK7Y,U^LW_=6?\E)^#7_ &]9_] M1UK7Y,U_37 G_))X;TE_Z7(_GCC7_D!\1ZQ_](B%%%=B_LN_L[_&W]L+XLZ=\' MO@9X*N]6U&]G1;NYCA;[-IL!;#7-S(!B*)1DDGKC:H+$ ^=5]!_L++ZME?M%? M 7Q#9? SX/?$*?P_H? CKQOHQ\4-I\2K=+3FO9=V[:NRUMU>EUN>#@(86IBX1Q+?)??EM?TUVN^O3>SV M-'[JK_@F[XS_ &>/V\M*_8+!)_$"V\5ZYKE=WI-IINKR:<;&%IK\H$#IYDI14 M+C:-=^S1\&M8^-7PO\ VD!#XB:?X. ^(&9M M,ET:68XP![GF22"Y\A:(3S1M^9@ 1^,;ZM_P7%^*GBGX&?%ET^_,@AHI\'A2 MW\:.MIGVE"[,36\<[6D%#[3L]#ZF>6Y-]? Q>"2M4YYIZRT2O;7:RWDY_M9VU/B7]]/ID8_LK> OAG?>,/B!]HI\9>/(^"Q_D6K>#5TKRSX>L9G(LO-G\'MF26:,,[1E,.Q8 .[(->,U^C/QE_X)\?%3]OWO+=?M4^-_P!H?1M,^*/Q8\(7 MWC[P1*9-%N)=_AZVV);0?,@1'$_V?REC0H,+NW<|'\#+:!U^;,.6G+X=;MI):O5VD[J3B[6YMDK M!1117LGDG[/_/!]G_R33XR?]AW1_P#T3=5^LM?DU_P:I_|)-/C)_V'=' _] M$W5? K+7\S<>?\E9B?6/_*1$_H?@O_/Z2_P#2!!1117R!\2%?S0?\%K?^ M4HWQ?_[#EK_Z06U?TOU_-'_P6M_Y2C?%_P#[#EK_.D%M7Z?X5?\CRM_U\?_M *5$;?$O_D3TO\ KXO_ $F1\M4445^\GXJ?H%_P38_;[^)WQ]^*?PE^!/QN M_;@M/A#X#^$5S:S^'+/3H_L(\0R"Y@5;"=HGC20N]N#+,& $DNX,9#GU'XW_M +3OA?X'_P#!7+]HBU_:[\%W_P +] (^+GPIO/!]CKL%E_:$FGPSVEM#:,]ZV MI8S)(+8LRQ;F5R]'F-C7DGP>_^*?_ 18^.'P'^&F?M2>$?$?PQ\, #R-8M? MF\":$KP>-401C?/(D;OYC^4I8MY91D\0K$,"OC'_ 57_;]T_P#X*$,M;WOQ_M0\,>&+C2-!L=(M]&\.6E]M^TM9POI+())MA*AWDFE:,"0H95RVWZHJ+YXR3A);3"R>#]O&I44X2CJY-KD< M6HZP44^56Y;Z]Z-?:.D? $K]FWQYXL&_M2^$[^Y\E:]>Z- M-9#QIXQ;]UIEK!;S 3"-90DO(WH5&5*X9OA;]L#]CW]O#X6RW%72]2/6WP>UK-M3!XQUV6>^UV^FE9WW]QFX9)Q#(YMI&#%A'*$; .!P<>I^/OVPO@G\)/ _P"S MK^SY^S]K:`*%/"_P!\2:?X_ \ BA?6EI+ NO\ B4W$:W\=?BE8>*5TV7PU=V(\+6T,<+ M/',]PH624O$8AY18;,'(&7@(YCEN-I>QHN4*CY;RBW\044]VU90;YIU7=;JT M$DT3C98#,,'4IK52G!MR ML/XG?\DV\0]@.[_ /1+U1_BQ\414_AOT/Y%Z***_L0_E(**** "BBB@ HHH MHH *W/AA_P E+\,]AVT_P#1R5AUN? ##_DI?AW_L.VG_ *.2HJ_PI>C+I?Q8 M^J/ZZ****_CH_JT**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** /QA_X.K/^2D_!K_L!ZS_ .CK6OR9K]9O^#JS_DI/P;_[>L_^CK6 MOR9K^FN!/^23PWI+_P!+D?SOQK_R4^(]8 _I$0HHHKZX^6"BBB@ HHHH **** /V?\ ^#5/_DFGQD_[#NC_ /HFZK]9 M:_)K_@\U3_P"2:?&3_L.Z/_Z)NJ_66OYFX_Y*S$^L?]TB)_0_!?_),8?TE_ MZ5(****^0/0K^_@_@M:_P H1OB__P#!4\:(:OZ7Z_F_@_X+6_ M\I1OB_P#!4\:(:OZ7Z_F_X+6_\U1OB_P#!4\:(:OZ7Z_F_X+6_\U1OB_P#!4\:(:OZ7Z_F_X+6_\U

!1110!__!V0$! end GRAPHIC 28 nsp-20241231_g18.jpg begin 644 nsp-20241231_g18.jpg M_]C_X 02D9)1@ ! @$ 8 /_[@ .061O8F4 90 !_]L 0P " 0$! M 0$" 0$! @(" @($ P(" @(%! 0#! 8%!@8&!08&!@<)" 8"!"0<&!@@+" D M"@H*"@8("PP+"@P)"@H*_]L 0P$" @(" @(% P,%"@<&!PH*"@H*"@H*"@H* M"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*_\ $0@" M% 'D P$B (1 0,1 ?_$ /\ $% 0$! 0$! ! @,$!08'" D* M"__$ +40 (! P,"! ,%!00$!?0$" P $$042(3%!!A-180'EZ@X2-B8J2DY25EI>8F9JBHZ2EIJ>H MJ;JRL[2UMK>XN;K"P\3%QL?(R;GZ.G]\?+S]/7V M]_CY^O_$ /\!_;! 0$! 0$! 0$! @,$!08'" D*"__$ +41 (! M 0$ P0'!00$ $"=P ! @,1! 4A,08205$'87$3(C*!"!1"D:&QP0DC,U+P M%6)RT0H6)#3A)?$7&!D:)BH*#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6V-MM[BYNL++#Q,7&Q\C)RM+3U-76U]C9VN+CY.7FY^CIZO+S]/7V]_CY^O_ ; P# M 0 "$0,1 #\ _?RBBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH *** M* "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "B MBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH *** M* "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH M ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ MHHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "B-MBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "B

Q_P#E&;I/_8WZO_Z-6OSKQ/\ ^2;C_P!?(_E(^]\.?^2@ ME_@E^<3{OHHHHK^?#}S"BBB@#^6K_ (?*)\I#/C=_V5+7(_2V6O$*|O_^"EW M_*0SXW?|E2US_P!+9:\0K^NLK_Y%E#_!'_TE'\MYC_R,*W^.7YL****{CC"B MBB@ HHHH ****/ZE?\ @FC_ ,H_@C_ -DMT/\ ](HJ|OKQ#_@FC_RCS^"/_M_9+=#_\ 2**O;Z_D;-/^1G7_ ,_)&6%?D?7ZX?\ !UE_R-_P2_[!NO?^C+"OR/K^F> O^22PWI+_ -+D?SSQ MM_R5&([=_\ 2(A1117UY\]%%%% !1110 4444 ?LI_P:F_\BC\;?^PEH'_H MN_K]<* (_P#X-3?^-11^- O_82T# T?'U^N%?S/Q_R5N) P"W?_2(G]#<$ \ M)+X?_M[_-+/D?SSQ MM_R5&([=_\ 2(A1117UY\]%%%% !1110 4444 ?LI_P:F_\BC\;?^PEH'_H MN_K]<* (_P#X-3?^-11^- O_82T# T?'U^N%?S/Q_R5N) P"W?_2(G]#<$ \ M)+X?_M[_-+/D?SSQ MM_R5&([=_\ 2(A1117UY\]%%%% !1110 4444 ?LI_P:F_\BC\;?^PEH'_H MN_K]<* (_P#X-3?^-11^-O|\ V$M _P#1=_7ZX5^-1_P#P:F_\ MBC\;?^PEH'_HN_K]<*_F?C[_)*W$_\ ;O\ Z1$_H;@G_DE\/_V|_P"ER"BB MBOCSZH*_GK_X..? ^4F6K?]BAI' HIJ_H4K^>O_@_XQ_Y29:M_V*&D?^BFK]%\ M,/\ DI)?J|>YG$^\1?^2:??-/\2/@^BBBOZ#/PP***** "BBB@ HHHH * H5_M_P#]OZ%?\ @W^ ,49ND_]C? J__HU;_.O$_P#Y M)N/_%\C^4C[WPY_Y*"?^\"7YQ/N^BBBOY\W.****/Y:O\ @I=_RD.^-W_9 M4M<_]+9:\0KV_P#X*7?\I#/C=_V5+7(_ $MEKQ"OZZRO_D64/\$?_24?RWF/_M_(PK?XY? FPHHHKN.,***** "BBB@ HHHH _]5_P"":/\ RCS^"/\ V2W0_P#T MBBKV^O$/^":/_*//X(_]DMT/_P'(H]|OK^1LT_Y&=?\ QR_]*9_4>6_\BZC_ M ((_D@HHHK@.T**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HKO+ M5/\V!?C+8:GMM2^V?:6@.<_(//+V^1_M9W=L<_(_\ MQ#Z?<$_\ H+>._ #;VW_RVK|RX1XQX?_ ,-Q_Z^51_PUA\;/^C'_'?_(%6W_O5?AO%\/PF;<15 M\5A93>Z;6S[GNE%>% M_P##6'QL_P"C'_'?_@5;?_%4?\-8?&S_*,?|=_^!5M_\57S9] >Z5_/?_P<M<_ *\3+5O^Q0TC_T4U?M!_PUA\;/^C'_ !W_ .!5M_ \%5^>O_!1S_@F\;/ M^"@7[3- W^T7_ ,(1X[\)?:M'M+!^Q_\A$+:_P!OD(5W^;]OASNSG&SCU-?:M<"9ME^39V\1C)\D.1JF]6UTBF^A\EQIEF.S;)U0PD..?,G:Z6B3[M+]?CS1 M7Z'?\0^GQL_Z"WCO_P_O;?_ "VH_P"(? 3XV?!:QW_X>^O_@XY L7_@0.$?M^@G _DI?_(Y1_J/Q3_ _ DV_ DC\:_0L_B'T^-G_06\=_ ^&WMO_EM1_M_P 0^GQL_P"@MX[_/#;VW_RVH_XB!PC_P!!/_DE3_Y /I1^:*?\ H'_\GA_| MD? GC17Z'?\0^GQL_Z"WCO_PV[M_\MJ/^(?3XV?!_06!=_P#AMI;_.6U'_$0 M.$?^@G_R2I_\@'^H_%/_ $#_ /D\/_DC\\:*_0[_(A\/C9_T%O'?_AMI;_Y M;4?\0^GQL_Z"WCO_ .-O;?\ RVH_XB!PC_T$_P#DE3_Y /\ 4?BG_H'_ /)X M?) YXU_0K_P;C_\HS=) P"QOU?_ -&K7Y\?\0^GQL_Z"WCO_P_O;?_ "VK_M]"O^"5]HFQMQ MC._GT%?%\=\59#G.2+#X.MSSYTIV_^6U? T7@.. ^%*.!I4YXBSC&*?N5-TDG]D_!;,P7Q-6QE2I"A=.3:]Z&S; M_O^YXT5^AW_$/I\;/^@MX[_\O;?_+:C_B'T^-G_ $%O'?\ X;>\V_P#EM77_ M_,1 X1_Z"?\ R2I_\@V_^6U'_ !#Z?&S_ *"WCO\ -

M;W[UX\.]/3K&^LWUGQ/JC579%5E[\A^RJN_3 WV/<]Y:QNOJYW#_QD9N9B M9V11THV/Q6-M8QEAUNRJMGK7?]\LMK7??K-=9]7.G9O5 MNA4Y>/G@6 66CTV6GU'X^VMU5EWZ7%9ZV_|X3T/Z[X\M.3 G&Q=&/%$';B6 MG-$Q)B:TOBHT]HA9=6;AT9M,^CDULNKW"#ML:+&;A_5IN0]C]OHMN%?Z&FG9^EKM8 MY[\Y7Z27U+R^OT? 5;';@],HR,.H7.J<_-3[3ZMKW,KH;BW,K=ZFZMGJ7H' M ?,,[ ]?!PDC_D&4V27* 53ZJO^L6=9B'#;B"JKU9-Q>X^YK(;5 MZ%7T=WZ3W^S|&I8WU]ZSDW9;&=+H;5A9; <*RV6=CK7V5X^RK9>SUZWO\ M^VOYU-^]Y.(QKU"M+C^E\]+?&>FO3]W=__T.IZIE=1Z7?GTIWVO%+6=5Q0 MYQ=^C8_TNHX-CW[MV/M_24L_P7J_\&M3HO4LG+R_|_P!/|\]'ZCTAV9DTY=&7;AY%#'U-?6*W ML+'/,8R^NUK MOYIJH872L[\"ZO3=D8^/EAP>S]I4, ^SW-ENXC,HK+JLFNS8QC'M_FW_X-1U(2 MZU;7X9QR"KX+_P &C_C?O+==ZYE].RK'O?5BXN+1,8QMME9?E6;/U>]JC6]E M,+MVYWLW_P#%IND,ZA?U-M&5D6O;TFBMM\N(%V7D-^T6NLV;6V58U3F>C4YG ML]119TJ.1G9&517C|):^UQ&1Z8R6RUS7.]PI?;N M-0\ T3_\%9^EJ_2*W?) 898S?%(6WIT_P)D,)'+&>.E &/C|\?]4_|\]HW4 M_P#C, [_S^U1ZAK_C5K_X^C_VW8NOP_[5]6\+*]S,3&?5DTNWLM&1?,]VZ_] M(U_^$99_.X1-=]1_JU?DOR[L:Q^38_U"7?:,,@/WSNWAS;,;M_,V_04OWC'Q MF7]HX_:V'V_,Q^S+A TTG[CSOUE^K%77^N=0OZ-?Z?5<$TC,Q]9:U[G5MLQK M\,(9N=59Z3?2^C_.5?X'^@=1Z3T?H/U7ZLW#K9C-MQKO4L>XE]ECF/97ZE]SG66/?8_;7[_IV M>Q 9HF,<>L_E$+'J@? TO4HXB"9#TI\5'27T<3_%2YK>G]1' MU"QPO]1CF55WNJ=96&^YKZ&/:V^IC_|@_T:](Z9TKI_2<88G3Z&X]()<6MD MDN/+['OW66/_)=CD_- E&/EJS.=#4>D1_[1;BQF<=Z1CKXV^:_XNL>O+NH\M/\ ::3TW(:\N&W/R6:UV6O=9U2O0=%$5U$OO 0=5U$O MYO

<"=,BGGV&=NWK=-J-,"]>-?X>*G[5-5_,E>H%Y*JU/<'-MV[EU\H$D\-6C4/(CJZCIC_A1)V;AX,;'=]}$;4WN-MJ((I=R];9VNV1E++IM556W\Y#NK%9&JD .M8:G'17-U50-)'%C[D72 +N&WI M)_20E3^PZ@?R*}99(>8 X= M62=?_P ^/X&{O2$;HR/:G5<{1Q?*TT)_I)7_CA?_!U/>R??+}F=T"?O&?@KX]L7 M -/G0VK7!*

('&ND$CR!QT;?:\$7X$;Y}*.DP/RCZPBJ*^,*Gl8MRU^1V2SS3/ M!%%&YWIC=OK 7>H4#R%1^K_4M8XAYIY>G*B/=HJG^(E?^/ =27M?W@O9?>'B MBL_<3;@[D "5FM\F@ _72.G$<:>?H:'15E9596#P##RD%64BX92.""/H?9__MU;0(!!QU\VOY,[=>:'R?RZOCG4>622HQ&,WQMEJ2O#?;W9>\Q&KHJR!)(W'%NH(^GM MF>"&Y@FMKB,/;R(593D,K"C CS!!(/3L TMO-%<02%)T8,K#!#:@@^H(J.O MK*?'?LI^Y_C_-&=PR+$LG:_3O6794BPQR10}^^ME83=#K%%+%#+'$&RGI5D M1@."H/'OD9S'M@V3F'?MF%:6E[/#GC^E*R?/^'UZZC;!N)WC8MEW8TK=6D,W M_,2-7_Y^Z&+V2]&W7O?NO=>}^Z]U[W[KW7O?NO=>}^Z]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M?NO=?__4W^/?NO=>}^Z]U[}-*(NRX<[\@NCNJJ:<3KUUU;EMTZ#[6:3KWUU;EMTZ#[6:3KWUU;EMTZ#[6:3KW

*>N3L_/=APRU"6U$F/QLY/H"V42#MWW9_;.RT_51WUX?/Q9}(/_.!(33\Z M_/SZ]_]X;W#N]7TSV5J/+PX=1'_ #F:7/¥4^71,M[?SAOYFN_VE;._;MF@ M,Q=G&R:C =:*"IF)\}2=8V$84+9;6T+8:V/LS[7[<_+?DNS:G^_0\ M_P#U>;2O#S_RGH(7GNS{CWU3/S;=+7_?96'__*M*E/R_R#IC^.GRM^6':WRA M^.^U]_?*3Y);QQ>[^^NE]OYVDW!W? V7GAE,=7=B[9HFI:F++[DKXJL+$P"+* MDB@}/2,6]O\ ,G*7*.T\]\R76W\],9#+#M]RZE+6!-)$+IHTH*?.A'3/+_-' M-&ZOI,=Z?(3I/XS["R'9O?79FU M>K]D8[4CYG<^0%,]=5"- IEQ>}Q5.E3FMRYN>-&,5!CJ>JK9@IT1-8^^9NP\N M{Y51N$>\H-$FAYC0%&R8T5%?E5'1UT,WK?MFYTE!3R#C+C0?DGM'(K[GW.N31)9\E6'A1\/}P>&<_.+*K\IC(7J#E%/6 MNQV-\[_FEVUN [G[!^5'?6X,L*M*VE_XRANW%8O%U,3,T4F"P&%RF-P. $3N MS*M%34Z*S$@ D^\D-MY!(VBW^EV[E/;XX:4/Z$;,P_INRL[_P"V8]0%N'._M.&ZS_4W_ #-? 22UJ/UG55/A 152%7 .:@="ST]_-<_F)]'9&CKME_+?N/)TU' M,)%P'8VZ:KMC;,L)<-/1G]E?WIQ]+35(+!OMD@E4N7C=)/6"?>?:3VWWZ)X M[[D^R5F'QPQBW>OD=<'ADD? TJCR((QT:;3[G_[+(CV?-5VE@+&FAZC%5&/KD',\9)MMH)F6@EMT6"53Y,&C -#$ M>0D#KZ]1T=:;!I<\NW,<[KS%<30@U,4[M-&P'\P5TCEMXVI1'DK1J0H)%6(%*'->N@F MR;NVX\N;5OU_$MN9[*.>1:U$>N,2,*D#"@YJ/+JG+N?_ (4F?RINN'K:'KM. MW> >WQ&A(EE\1Z?)81(M?D77[:1)N_WAN0]O+IMXN[Z0<#"'H2OS:4 MHU/F$;]G56/:G_"J"N?)F>'1/XJ]9;.0%T@KNT-[,I)ED32RI.^-VM2=61T MLA8AO'IS.JV(U-]?OVZ1}@ZC/<_O-,Q M)&SP#-%C^[=O=9X^?6),=UQU MA1*@ 5GUHL.8W/A-U!GI?%]8J]&(-46]R/MGW>?:O;M)DV*2ZD'XIIY3^U4 M:-#'_^4-0_XTZNX_>NB6]R_F.?/O?SR'=S+^2M M7#.0TN/Q_<+>^M08>5&?"¡=56*Q0!..1 4/@]!"O8WUO;7V^\#Z7DK; MP\S;1.W^].K-_/H'W?N#SS?$_4\W;B0?(7$BK_O*.J_RZ^A9_*?S^>W5_+G^ M)&X]SYO+[CW#F>J:*OR^=SV2K,QF6DE=G8_4^ M^=/NY;V]H[D\WVUK_D5LEV0](H55 5:!5 ^0'6>GM?//=>W_*MQK[YIH:,&6H})8H*>"*2;>>:18H888E+RRRRN52.*-%)9 MB0 !<^XZ569@[@EB; #B3I("0H+,0% R>M(7N'_A3W\L=VOV1CNE^K?C)D^_MHI=OC<^/ZSRN\]E!LUVL.OL:AS%72I8S&XJC%=S;=QW\7R^(BBJ9TAHJ>.)Y2 M2@4Z=1SHV;[K7*.FT;9)O>Z!HN\-_AG6.6W$:RE075 ULI.5;J@EB2!7SZPT MW;fR/-$>Z;C'L^V;:VU+,XA:2.>?=T@W>8X$FC@$2K"'5 H9FK1WD.HEC4ZL@ < .B3>QST M#>O>_=>ZM8^_P#. ^2W\NOKC>76'2>Q^C-T8#>^]FW[E]SM/;6 LWF*?,-@ ML1MXTV.J-I=F,(HHL;]EA8FT24\LOE9SY-)"K$ON#[-\L>Y&Y66Z[Y?W\5Q! M!X2B!XE4KK9ZD202G55CD$"E,>?4G\C> [',7(&WW>V[-964L$TWBL9DE9@VE M5H"DT8I11Q!-.YZ/7_T%#_/S_GT/P^_]+#NG_P"Z]@+!_@5O;W_H\[S_,Y; M;_MDZ&W_2G/7_1]VG_)Q7'_;5U[_H*^^?G_/H?A]_Z`=/_W0'OW_*W MM[_T>=\Y_YRVW_;)U[_@E.>O^C5M/_.*X_P"VKKW_$%#/_\)#\U0_ .*X_P"VKKW_$%#/_\)#\U0_ .6V_[9.O?\$ISU_T:MI_QO7'_;5U[_H*^^?G M_/H?A]_Z`=/_P!TI[]_P*WM[_T>=\Y_YRVW_&R=>_X)3GK_*-6T_\,*X_ M[:NO?!\0_P_/^?0_#[_ - #NG_]H#WI_@5O;W_H\[S_,Y;._MDZ]_P2G/7_M_1]VG_G%_?\"MI>_\1YWG_G+;_M?]LG7O\ @E.>O^C5M/\ SBN/^VKKW_04/_/^?0_#[_T .Z?_N@/?O\ @5O;_MW_H\[S_SEMO^V3KW_!*<]?\ 1]VG_G%_^0_>VW. MN-L;AW++V#O?"[;H.K\-NG";? EVAM6>@P<-954N[=V]SR$V7DW+291))8ZMK8+ M#'$HC5UD+8I^]WQU|QYVK.(]*H-RYK 8K6X:>]5B5S MEQNT]TI.R<64R.XLYCX*&66N6%XX*P"*5D+13G{)>U%E[EWN]2;U<7,.S6D2 M#5"45VFD/:NJ2.1=(17+ +4$ID5S#7N_[FW?M[9[0FT06\N[74C'3,'95B0= MS41XS4NRA26I0/@TQKY_]:0_S_Y]#\/Q_0 I[_^Z !Y$_\K>WO_1YWG_G M+:,?]LG4$?\$ISU_T:MI_QO7'_;5U[_H*^^?G_/H?A]_Z`=/_P!TI[]_P*WM M[_T>=\Y_YRVW_&R=>_X)3GK_*-6T\,*X_M[:NO?!\0_P_/^?0_#[_ - # MNG_]H#WI_@5O;W_H\[S_,Y;._MDZ]_P2G/7_1]VG_G%CV4_P#_P>UWU?T/I]WKZCZOZ.GBV0\ ;.?5%Z?QO\ /.*I=_ AG6.6W$:RE075 M2"6GV\CI*5_(=S[WQ]4OWPY^VQ$PC" MM)6AJ>-N>>9?IXVW2Q?_.!EQ24C*G\_I,./IIIQ;&"_P\[3WU_U/*.M-T3OUV@6^D0FI$,@!%LI&?%N%/ZG\$+:;%I:IKG=$_"SY)_(/?>T-E; (ZC[-MBIMUYBBQ\V]Z;C<0P06"5;>)30M++*4T*B+W'-6PJ!F90=_.+X\=%;)^-/3'7"_$CU!3&';6PL M%#BXZN6-(ZW.925Y*W/;ERGCNARNX\U4SUM1I]"RSE4"HJJ.A=ML(-KL;:PM MA^E&M/F3Q+'YL:D_;VHV$Y.VCD#E39.4=CCIM[E"$!/Q2.:M)*]QRR%\6I A M@%B\0 $?_FD?%[Y2?,7K39O1O0^X.M-L;$R6>EW'VSEM^[CW'B)\L=OFDJ-MG;>I:/;VT=T2U>)&4:6OJ-04FLI*0C2J.21YEE0OX>DP1!8H9BR:Z MR-6G>D7 DU@\$_\)Z]S;=[#V-NKNSN_8^?VEMO<*$SVXlC[3VMG:]=V8W$U MQKZG;&&1O&1&U& (R2&/2KT"_ML=!.EFH*@$[0]]]]]H55 554 *J@6"]!P ;!]/E7KH<_;=$!R_EE?$;_MY*=NY3NCO#9NY]^]JRF,PF&-#4=@;PP&WZ#%X&@^QHJ+&T&TLKM^JI878O42 MC[AB]3(]W 8K]#M_RML^Z7CWU_\DQ %-; 4 4C[>/']%>]E)\&FDW,\<2I&NE5187C(^%CW&K$GS(Z--TMT7U-\=MC4W6W3V MR<9L+95+D*_+1X3&39&K63)Y1T>OKZNOR],DI&Y3Y.Y9Y%V>/8.4]HCLMI5V<1H6:KO\ M3,SLSLQH!5F)H !@ 6?:SH2]>]^Z]U[W]KW7O?NO=>]^Z]U[W]KW1:?D3\/ M/C;\L(-N0?(']_&IA?W17*QL;J9LUNG;N1Q$>MK8*NF_C54NLSO=9V%K6LSM.P;=LKW#[>C MH)0-0+%AVUIQ?_^?GT5^W7LYR1[5W.\W')=K<6Z7ZQB6-YY)8SX6O00)"S! MAXCYU'#$=#_V1U=M;NSJ?'W4FIJ?IS:O8FU.SM/.QJ%,\--EZ*6F6OHG;_.Y M\&3NE332BS15$2.I!4'V8WEI#?6EQ9SBL.B%3^8XCYCB/GT>>,.?=NYI=WK MEG=X]6VWUM)# (/.!U(U+Z,AHR\B& (A=M6K=G_"=+O2C,O\ <7Y#=3;C.#^ M[LV_O#99D8*?&)1AZ?'OA#-8,1Y-(-P#:0S>,VUOUK]/N4+?Z8,O^#7US]W/-M[BO.,6K]S\\;9/Z>- '/!7TKH%S3^=/GUL6_":8O?/5GQOZ]ZN^1M=M/.]B=<.#^ M4,FRH=R,.SN3S^.W)M# E.39V4JJK,8/ Y"'+*PX(14=0)8GDF:E%0[ZYFC22 MMBM]PM-LMK3>YK.7? M.!#)8)'D26"/M@LWEU!EYS'#_ +^6GHV2MVI65;M&(.-O6BC%),6810U*TU2X;[8*4?-&QKOF MV/"@'UD?=&?Z5.]3Z,,'T-#Y=!?W.P#:.'W.Y$NMLMT4R.H9:.LQU;BWDBFC<- &L.S*P$B!+++<,)=AJ"59 M2"/,&@H01Q^77!^]Y8VYY6NXJ^]Y>W/;]VWD#*[P3PM&\;$AE9E4JRL@&H M*@XZW6/Y7^P;$?-KG<%++NRKHML? 0T79.%C^WI1N:C&BCH>R,%11"- M!C.]Y*%6OAB18\?D6,85(9:4R3CRIS&F^V>B8@;C$ "\0\G]#YCR;' BO6C M[NWO=:^[G+ MMRD1.=K!%6ZC%!X]_"MU&HIV2'$B] (Y25H$:/5:/[%?61/7 MO?NO=>]^Z]U[W]KW7O?NO=?.H_X4*_\;TONQ_PSNF/_"U>U???2'NG_3]= MC_YK7/\ U?DZP!]^O^GF;Q_S1M_^K*=4F^YRZASKWOW7NMM3_A*A_P ?_P#- M# PSNE/_ \=ED>\OOO9_LD]DG_FM<_\'8>LIONQ?IG1?*= MA5N^\LE)#0T&5JNNU@CR6Y<+MK;U&4QI8ALA6B?)UOFI8XHXIFRB^[;S1R)RS M>;T.8=R6UW^[*1Q/^NF$1+4E1- 72C.Y[_$T+1$TN22HQQ^\!RYSGS#:.3^XM.MO:XV2V#O*D1U2F0X#&*E75$';HU-5WJH !.C76T59CJRKQ^0I*F@KZ"IGHJZ.MAK8):6LHJREE."H*NFG5)]>IYD9)(W4,C @@$>\ ]D=)422-PT; $$&H(.0 M01@@C((ZPN='C=IV%*R*2""*$$8(/ CS'4,W?JO7O?NO=7-_P I,^8SUK_+ M>VY\LNR[CVWMJE;;',&V)C*EXRV%V/M5) MY:#!4!6",2R#R5E8T:R5<[1- >0R!RAR3RWR-MBJ7R[MZPQ8UNBQS4% M=3TU'6U%%5P4>1$[8^KFIYHJ:N6EE-/4M1SNBQ5(IYP4D*%M#\&QX]BE09(V9 MT5P76E0#D5R*CRJ,DGH-U]HH(0C5H:8- ,&A\Z'CU%]WZIU[W]KW7O?NO=;/ M'_"1ZE;*5UZ78G;-'15.5]<+CC52+'18; MLK'T4]NX-UV/^O6VX&ZV(47&D9EMR0H9J<6A M)!J?]"+ZC1% R1^[[SY-MN\? U,W"X=C?'WJ/L7NSLK)_PG8O6&TL5O#/[W,9:I$=)14ZD/4US7_,6\;;L>V1:[^ZF6-!Y58T]Q M\E459CP502<#HLWG=K+8=]W#>=QDTV5M$TCGSHHK0#S9C15'FQ_''KYA_P Z M_FQVO\\_D#NGN_LZMGI:%GGQ?7FPX;^H]#UKL2GGMPO^5#_P]M^^J]\]2(^27S?HMP[EK.Q/0[]V-T'2Y/)I2PN(VGE8DKL!G.P\M@]RAW3D M&EPTIV_O#7[88:Q?[59.V**]-E6E92'+ M,*,$!0*#1!1)"WOUW\H7^6AD<(N J/AMTW^0JE0@GH<3DL7FRM2K+(6W+C,I M2;C=U#?ML:HM$,%"I /N H_>/W/CG-PO.EZ9,8+*RX_H,I3[>W/G7J;7]J?; MJ2'P&Y1M- &POE-\07 M_P"$N/7#8/XD]^=H3Q&*?L'OI-L4Q9B?N<1UUL;;]3352(56(Y;?5=#>^HM M"UP %+8'_>JW+Q^;^7[]4U6WV_6?DTTK@C_>8E/Y]9I?=]V_P>5=\W)A1H[M0/FL4;D' >I&'Y=7%/_ ,?4\/_/Z8AZBI?RN[-MRX#--NS8>[MI926"KV MKN],=68NGRU5@*EWV_N>A:BKI8]:LA,GV\THHZ65_,L>WON%O/MSO;;QM M$4,HD3PY8Y%[) (]08J'':AJ 0RFE0-2N!IZEKGKD;:>?MG&U:I++&8UQ.C4 M*24*ABI[7%"00PK0G2RDUZT&/G[_"FOE5_+]R]7DM[!?7L#I>.N2FV_WKL2 MCK.K9U1]U*ZT%!NVBD5\EL'<PM7M92!(*<3&?AE0?Q)W 9=$K3K!OGKVMYGY$E.2]@\!?9RU%N8P3&:\ M XXQ^FI2<([TKU6)IE+]-^O>_=>Z$7[_I_Z^H^Q=D=G M[8I<[35- 9@ZG<.P=S8S=6%!\S245;CJRJQ4V2Q,2U$<51!*\)95D1B&!9O.U MVV^;/NNR7C.+2\MI8"*$!@DJ-&Q4D_P5C0D$ TJ#PZ_-IW*XV;==LW>T53= M6EO\,@8$]7B<.H8 @E:J*@$$C@1QNWOKY4 .OM&KWUVKN7L+O?LR3_P_M&X_&5^5H=M8MQYI,5M#9NW*+ ^$;5PB+3;W@H.6",I:,77*7D8GV/E_/I+D+: MDL-IM;:PV\4JQ8*7;AJDD=\YGYVW-KW<[BXO;XUH_"_MP0?PQQH-*+BM%4 \34U/0 ;FV;N_958F.WEM3]^Z]U:K_ "P?YJ'LX6GGIHF]T .:?9 M?N@>3U;K8;WMMENVUW"RV%QK'1AY@^HX@@U M#*:,%6!4@$$=^/[+>C#KWOW7NJMOYH_\,^ZV_EP=3T>4J**@WYGOQ*FFZJZ MJ.26E^[$%XZW>F\'IW.1QFQL)+Z&>)//D*LK2P%+SU%-*WM5[6;G[EIN\2NU MOL- O0SSZ:TKPBCKAI6'>$6KM7M5XT]R_HAAK2M,,DE,B- M?EEHJTJF7YVWR.^3'=OR6]2S?<7?>,,OOS>Y:,Q)45T@AQ6 Q.5!1 MCW.Y\V8DT HH & G,';>\\TIG- NV^7SSWC^9^%5\D11VH@\E4 5J34DD@1[M/^B3K=4 DP_R/NK\9UAL_P"57S+V%CNP-]['QV,W7UCTWO/"BLVEL3:==$*W M*;@WOMJL+4.YIV;DH9HZE,?D89*3%TSHLL#UG-]MA!]V>^NZR[K>\I\E;@UO M86[-'/EGC614$Y;9S-:+.&:(>5Y(W^4D;ED<&I^(&E:@@YZG'>.1.4-]L7V_<>7K4PD$ K&] M.GS1T 9#PX$5I0@C'7SJOYC_,'MT? R_OE\N_E)_7N'\KTE'O+]O>=73+3 M2]OZWS\M6F&KZN...*!_P M@.[8JYXP(:<)_E-0'GI8%9$KG0Z@]P6 7N#R9<\BR32&2UH)(9"*>)$ MU=)/EJ4@H],:E)&".B''^Q_T"\K7OY5? \T:LO^7:VY2IU=7F-V?&S?&8I$[=Z MNCG$XITG--12]B;&IZETIZ#?F!H85.@/#3YFFB%)5.I%-4TD2>[*M5MGN1L/ ME$2'F:.!#}//2E:5/@RD9.3GSH3&QUH#W*\H>V/N5N/(&ZH'9Y>79G'CPUK2M M\XL8.!*H[@2 .&((63Z0FR=Z,5['V=M7L'8V=H-S[+WOM[#[LVGN/%RF;'9 MS,NX,? 3Y3#9:BD94=]:OQ]'(FI58!K$ W'OFC?6-WMEF[=[=?P-%?02-'(C< M5=`593\P01UT(\[RUW"TM;^G62G5FC5T=>=#(P##'P^1!!ZK@_G"_%SY!_,X3 M;MZ*^.5;M6/=>>=WALW/;EP>],U4;?I]X[/V?65.Y3M?$91::HQM/GJG>&-P] M33_Q!Z>@*TC^2>)M#"2_9KFKEWDOGFSW_F5)OI(X9$1HU#F.20!-,+4,4$;2 M*=%?7[A13D=1] [L\M;!S;R;=,)R^\?U3S1LZNQ421QDOH5J$!C((R-5%[35A@_M!?,<[N^/W=GQMWM5[==[!8,PZLWE1ZW_(/N[$5&/^_IDD.7\1P>0M)BMQ8>_M1Q:.MH)ZFDE_L2-]Z2;%S\L):UBFY;!ND-W9-^*-@;'^%A\2-ZJX5AYCGJO M.Q;SRI>/M^[!-.;78_"ZD5'JI^%U&4E3YH'_9UT4]>[^ZJT,+X%[PINO\MYO_P_WG75J8[%=^371N1S5;(-) (X,!'V5MM,^SRY%XJ*!&PSS@R2/&L0.O M6A&L!#W LFW'D7G*RC35+)M=T%&1[M/G/E.\=], M<>Y6Q8XPOC)JXX';7)(IQJ./5E_\Z/\ FU;E^;W9.6Z1Z>W!58SXE]>9UH,9 M%CY)]4]T;FP\[(=_;CMXY*G;--5(3@1=LAW MW>;<-S?XR[-M,Y7E:W>@ICZ MAU/[I_]@/]DIQ3O(U$!:'O<_=0CU[W[KW0Z_&#I'-?)/Y$]*]#@!9OO^U^R- MJ;.DJ8%#-B\3ELM3Q9_.R W_,FV_@14UTQ)$5.Q)L"056Q[_/LW,NV\S2VZ75U;W:W\62NEW5]=6*D&NK-MNKPK2H(P>E>\[)#NW++^XH//4_WXZJQ5=/NG#8V+4WW&\^L/)7[DQ'BA1I9Y\<-M^8QM- $NJ;ICOI'0+D;WIY(YP\&TO+CIV;RU\$4-1LWI'/A&S@!Q&[""H>L' M._TK4^)"I+]/62+KZDIXB 9+]+9]YE9&9'5E=6*LK JRL MILRLIL0PQ'N<>3M=>]^Z]UI.? ^4#_VI.^&_P#XA_'?^[;+ M^^^7'O)_T_G3_GL/_'5ZZ\ M1_TIGE'_GD'_'FZ/AV+L;#=GI?IXZUW'+E(-M-N]@0W)LC/RX3(38C,IA-U8>LP66.*RM.#4XO(_85TGAJ8K2P26="%4$ #; M,^?:MQL-SM@AN;:9)4U ,NJ-@ZZE.&%0*@X(P<=#?<++'-M-M)TMI=2K:6&5-":$9!R,]:N'?/_"6CJW+FMR7QJ^2N\MDSVEFI=J=P[;Q>^\5 M-.R@I1Q[MVHVS,GAZ%)++V>3&968)8- K:[*O8/O6[K#HBYGY8@G7@9!+=VB8# MU\.3Q%8_(/&*^G#K&G?NT;9+KDY=YBFA;R2=%D?[-;>&5'S*.?MJ+ ^.?AC\B.QOC5V;EMJ*W>6LVVDR^7J6Y7(;8KH=V[- V[OK#SXR]S>'P&4> M^#W/3"99:2(QU D0:U4.V6Q)W-6W\["V]M/,4E?314.6AN1?T5W) O;_N(OC3]9.YWD4@U4\$;'4I<@^T^_>X-I=;AMM]:P64,WAL92^K5I#=_M]HC BC#BRI7C]9?\)5]F4RTE3W+\O=SYIG0-787K+K#%;86FD\BZHJ3@A?5!&Z?>QO6UKLO)T2#R:>=GK]J1'3]!(?MSB:-M^[M)9KI;=^.Y'/FL,*I3[='Y*_,H'V8S8;UG_PG5_EE[>EEW\L7[_N">D>*59> MS.U.[DTL(&EZ]CZRAZWQU2C2 .\3PF%SZ60H2ACG=/O(>Z&X:A;W]K9[?\ M?$"'CZ&?QDH/M!]._.YZ'NW>P!MS8E3/97-VP_]'_3,/VB'P0?LI3Y4QT$?RQ M_P"$W/PRJ[5VOE:WXS-N#XU]F0T]5486--QEWIEA;E(S3BFW-@MX9+/[EQ=_M+42#Q)-B,A3Q42.7%'4A%A)ORC]YCG7:;;]).:/#W/:R0&[$BG5>%4>-41B.) M$B$M2FM:ENBKFC[O7*&YVTK\N>)MVX@$KWO+"QXT=9"SJ#P!1@%XZ&I3K2+^ M0OQ^[3^+G<.]NB^Y]N2[8[!V'E/X?EJ'R?:.]FL=^V2Y$NW7"54\"",C#\+HP*LOD0>(S MUAKOVO;GRUNUXLFOVVCOX&HPX@@Y5E/XE8$,I\P'QXZ!?V>=$_7O?NO=`B_E MP_%K:/S.^9/3?QXWUOE@[4WMEJ\A@=C(GGD6.FH G7S7>WO6GLS,6XF"*7! (:$!W"D*3@<;,:*?I MR]3]4===]&]<[0ZDZGVGBMC]=[#P\."VMM:"PM%OV@B>2>1B\CRU-;?U]9/+ M4U=7.\M565[>?W[+M]M6UVJP[?-FE$7#Q^TDDDLQ)+,2S$DD]"% [+NE_1)/-MG3\]>@OG_P!3576OW6^X)H&CCR6&K24_B&(]'TB-MOQ-2ST-?&H+*D\=/40CGD+W!YA]O=W3<]EN*P,0)H&/Z4R__P\F'X)%[D/ ME2RL#>>>1MCYZVMMNW>"DR@F^9?[2%B,*GS4_B0[K#C1@K^Y07S3^)F^/A%\ MCNP/CAV!G-MIFSVR9L94T^X-K5GGOV9V-N+%TN>VUDYZ&5C7X#)5V#KX);C' MU(\M, [V5YH3%/+TNY(YOL>>N6MNYEVZ"6*WG# I(*%71BC]#P=0P(#KAAQ"M M51SWYPY6O>3.8+[EZ_FCDGA((9#4,K@,AIQ4E2"5.0?,BC$"NN>N=\=N[!VK MUEUIMG*,RW[O? -4>WMJ[8PT2S9+,Y>OD\=/24XD>*&,?5I)972&&-6DD945F M\]N6Y6&SV%WNFYW20[? A>1VPJJ.)G](@%230 $GHDV_;W=,YUVW.K9IKZ9 MP[O%F/ #_*30 9) ZW!? Y>__";#;>VQA.T/GUEZ?=N>0P9"B^/.RLM(-IXR M9&CFAB[*WSC)HJK=$Z&XFQN'>GH%=![JKJ%VB]X;>XOWFKF\)?:O;Z$PV^0; MR5? U&_YHQ,*ICT>2KT/IG&P!ZROY#*^]O;V_@[ESS*9)$6L;=@_YJR#+GU2. MBU_&X)'6RO\ [*S\9OLOX_LO727\._T,_Z'/L/]%NR:LO\ 1+_>#^]G^C/[M7^"\>#^X?]Z?]R?] "=/V/\0_RCQ>;U^\8_ZU\T:_%_K'?>)\3]37QY;_4:/# M\>NJOB^'V>)\>CMK3'61'J6>7-'A_N&SVZ?Z>G@QT\#5K\&FFGA:^_1\.KN MI7/7_]'? >HMM;=QN1KLOCI:A:#+9.:6IR63HL50TN1R%1,D,DD5A86\\UU!90[_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW M7NO>_=>Z8Z';.VZ3,S[CI-O8.FW#54LM#4YZGQ-!#F;BBGJ8JR>CGRD=.M=+ M2S5<6/5JK.9\Q?87WIW?<=VM^2N;!YK@S@BUG]^Z!TMNM-_]BZH[&V#VCM&K>AW5UQO;&^J*M5L;M&]+GMI9 MNBSVG9+H0Z^<OH(SQ^!]0;IMJWN^V[AM5XFJTN8'B<>]2*48?L)Z6[=?7&U[-MA8[E:MINK>9)$/HR,&4_M Z^M5L;=V)[V5L_?F E$^"WMM;:^[L+.KK(LV)-MW)B:3,XZ59&]$@DHZU"".#>X]\AK^SFVZ^O- ON!2X@E>-AZ,C%6_F#UU+LKN M*_L[2^@-8)HED7_2NH8?R/2]H].E/6L1_P *?^]C_T[]I9 M#,]C2.0*6[<6DA3IEH8^1?G*[K&P17W-N]|_,MFK]WV@5/Z,EP64,/GX<^1? -,O:GRUS!NVR;Q&POI>.M9E8FO>*U60$\5D4AU:S# !=1N6IZV[F'8]LWC:G4V4*E0*=F'&,TX.AJC#R M((Z'?V0=`?3%NC;.:WIMK<6SMU8]DSFUV8++;9W)A*1#)0YC Y[\U&+S&*K M(U96>DR&/]I(9 ^"4OEF?.OXI[F^%GRH[<^/6XXZN6DV?N.>IV5F MZF)D7=/76;OE=[DBDMX99:[U$258B9TI\A%44Y8O"UNK?(7-MKSORGI_,= ML0'FB E4? Z',O;*GKAP2M:50JU*,.N:'.W+%SR?S-NNPW)2*0F-C^.)NZ-_MS4C53@P9>(/7T QV*W3LO2O\L[XNX*MH6HLSO':&1[:S)D@^WJ*1^U=PY;>^*

*M#FJ8_P!?DAVAE\;3J6]1C@6X!X'/3WOWH;Y[G\U7"2;H(9A;KFH'@(L3 ?;(MKG[2>LZO9[:3L_MURU Z4FFB,[>1/C,TBU^R-D'V =6G>XHZDS]MW^;|_P!N MSOF1_P"(?R/ +ML1[DSV;_Z>?R7_P]@_XZW4>^Z_\ T[GF[_GD/_'EZ^8Q M[ZC[_=>Z$[I/#XS S5'#D<-G.SMA8?+8^H!:GK\9D]U8FBKZ. M=5*L8;JEG=& (.EC[*M\FEM]EWBX@^WC<9[}\;B\KLI? M8DT M1_#RZZ@;=M>V1!,)9[580VUHO!(T5%_8H K\^)\^G7>FQ-D=D;=KMH=B;-V MKOW;>40QY/;^]-O8C=.W,OUV%SE'78VK0I(PM)$PLQ'Y]LV- _?;9)\+Q:T:C(&4AA^1Z=O+*RW&W>TW"TBGN4C\6!! _=<""[5K3)G]YY20XK!PU, MU1B-D[3I)4VULC;PF"M'A=N8]Q$C:.5>IE,E1+]GFE=NJ7)W*FU\EI-6/<2>BU>Q/T'>K(/Y2_P 5;3YA?/+H[JK<&.7); Q&:FI,|/I98_+1 M56Q.NXUS]?A?4A>UO+"]Q1_&F'D8XNXJ?E(VF,_Z?KZ MNC_# X=7R_P"E-;I< 9PT,@C8CR%1.M?,Z1Z=8Q?>9VE)-GY, MWP+^I%LT? NX\T/N&P M;ERQ=25FL)\53_H,I)*CY)(&)^4B@8'6SQ[Q:ZR0ZK@_FW;!V-OC^7?\LJG M>6SML;Kf=G=']A[MVC5;BP6,S%5M;=.(V[5U:,W'MVHR%-/- A,NH8HZH'9D'2P\B"KGWOI%@Z]H\U[KWOW7NMMW^ M3E_(?'VG5LC,_P_]FIMZLRNW-Y=!N/]#H>;LK.71YC;=9 ;K%;Y(/>A3K\ M<\!FX9(]K%X>&>&.6DT35IEBG^T7$#WG]_S,+ZZY2Y%N%2YA8I<75 Q5P:-M%!6]@KE9)""0U5CH5U!94>TGLC:[C9YW,_"Y]5+(159)!4)#89(P M0'M"]0VGJXS^9)_*3^//R!^'V_=E?'_X^]-]9[U!)P_]!>FLOUWUUL[8V3K, MYMI36S;#JLCMW$8N>KQ6^L6D^/$53*:,/(3T!7)=J<'W#'MG[O\,?+W.6WW MW,/,5[=;'_.AW*S322]%*BA79@&B:CU U% R#XNI:[*_58-]Y3OK/8MAM+ M,>(4UV[111QDLWF<1:K0F@8JQ~'KYSM52U5!55-#74U11UM'4334M91U M4,E/54M53R- #44U33S*DL%1!*A5T8!E8$$ CWTD1TD19(V#(P!!!J"#P(/F# MY'KG^RLC,CJ0X-"#@@CB"!(CK9Z_X3'?%&3?GR%[+-^6FXL69-M%;?;/7OW4?JZ&49^C(8@LIQ;^]'S;-OYTS? OKURY_RK MVQ?!\<'_ %;7KEIO_P#R7=Z_YZYO^KC=_.[.>BGKWOW7NOIS_P H'_MV=!-_ M_$/X[_W;9?WRX]Y/^GG\Z?\ /8?^.KUT?]J/^G<\H_\/(/^/-U9%IC/]0NO M>_=>Z^;Q_/O_ .WLORN_\H7_/ U!.>^EWW?O^G1HIGZ]!HU!K>5.7/#2TU/&TL]342!!!!$@N\DT MTK+''&@%R20 />B0H))H!U221(D;25PL:BI)- \ZDG'2,P79W6NZ_4[4VU MV%L; <6Z:+'S9:LVU@MV8#+9^DQ5-6PXVHR=3AZ#(5&1@Q\&1]{Z=YGC$:S.J M$AB 68]IUED,,5S&TH%2H8$TK2M :TKBOKT56?,.P;C>R,;M^^6<^XHA=HHY MHWD5 P4N45BP4.0I8B@8@5]>ES[?Z,.O>_=>Z/[\U[KWOW7NO>_=>Z^=1_PH M5_[>E!U_^&=TQ_]ZO:OOI#]W3_]U:Q_\UKG_*OR=8 ^_7_3S-X_YHV__5E. MJ3?]^Z]U[W[KW6I7_ ,*K_P#CP/A? M_P"'CW7_.Z7K?WE[!TS_DI\{?\ -&V_X]-UBU]YW_<'E#_FM: MW6(?7O?NO=;"?_"9[_MXOF__!6IS_WJ>N/>.GWG_\IVT'_2S@_P"K!- _P!'Z_C\?6_H[Y[)P>]-Z]!'7<'7F,[>P.G3UE_M\]#>&W+AAMX(PD:A54<]B@ ^0 H.G7VST\YM<M[-_^ P"W9WS(_P#'$ -VV(]R9[-_]//Y+_P"">P?\ '6ZCWW7_.G<\W?\ M\A_X\O7S&/?4?KG:U[WKW0P?'K_)GIT=_XF#K/_P!?I3"=R:F/__)5[?:\MGCG_.K;=&VP?\EW9?\ GKA_ZN+U\:GWRZZE]>]^Z]U[W6W6F#_P*'7?@= MA=F[@V7\Z>ML)#C:3L#,4_7/>]%C:0Q4TF]\CZBKV1V#-'"K1QU.X\3C*C&9 M.9O%&U31T+6>HJIG;-C[L//\]L;WW(6YSEGMT.U)6.?"]!+'"*^2,P=!DT:08 M5% Q"^\5R1#:3V?.NW04O&G<17(QXE"8Y?M=04M33WEWBUWPU[W[MKW0D=._=H[FZ1!9ZTBU;6S:'F:>EGDBNQHZUZ] M3PSH0RR0R,C*RL02S>MJM=]VC<]EO5K:74$D3XKVR*5)'S%;CT(!Z,=HW.YV M;=-NW:T:ES;3I*N:91@P!^110^H)'7UGMG[JPV^M;6WOMRH:KV]O';F$W5@ MJIE"-4X; <.,I*R>XH\W5R))9%JL/3. 5)=.M:?N[\]) M-=\P M^J2D0/J?Q&-?Q1[\U>L1>O>_=>ZVVO^$K'5E/5[W^>77=E536]MO[5 MZTZLP5640^2GWAE]Q[MW73*]O(GADV-AF8"ROY!>Y46Q ^(NCS)8\G;&C=DD MT\[CYQJD<9_/Q9V^/K^?ILFV!S7O++W1Q0PJ?E(SNX_ZIQ_MZW+_>%?67 M7?O?NO=;_G_"E2+'2?RWXWK;F'6]@^0\5TN'BC1G6MR)Q>]O::9EBD$428F M;JF#$QC7$HU7(5LAONR&0>Y9"*'IVZ?5\AJB-1_M@H\\'Q!7WB\&?;T%V(8 M7\.GYG3(<?]SJ/EPZ^?S[Z&]8)}>]^Z]U?Q_PFVW]6]2_F146V8)9A2=I=)= MH;.KH%"M XQ"X/L6FFF5[A'AEV/I211K7R,@.EW!Q[^\QMZ7GMG)=,!KM+Z" M0'S[M4)'Y^+PX8KQ ZG/[O-\]K[A);*3HN;::,_[73*/^K?'YTX$]?01]\\-_ML[NB%? S29(XOY<_S5:61(U/QQ[0C#2,J*9)MM5L448+$ O+*Z]H^K,0!R?<@-M>U()R>2 !4_O*#_(^.@/[ED#V_YQ).AV?-_P *6)RK \$'VDOW:.Q MO9$8AUB<@<CB"%- #7JLE5[RT1U\0RJ"/4%A4=??:IZ>GHZ>"DI((:6EI88]F>MIJ>)(>GIX$6*&"\5CAAAC4*JJ JJ +>^/+,SL5NQ+DU).22>))>NJRJ MJ*J(H"@4 & /(=9O=>MI;8G\Y7^27WCOCY6TO=GPHZ]I=^8+Y#U^1RW8NS\M+7;=P%%L'M-/'49[\SKO')MVUF>"_8M+&I11%-Q9R795"2_'4G$FO@&4=;*\AMWX=8GX+_$'JOH:".AEWA2 M8YMV]L9FATO%G^UMU14];NZK2J14^^H<.\<.(H)BJ.^,QM-J ;_O&3W+YSFY M\YQW;F!BPLRWAVZG\$$=1&*>1;,CCR=VICK(CV]Y2BY*Y4VS8U"F["ZYV'XI MGH7-?,+B- 3YHBUST>KV NAKU[W\KW7R5OD+_,S^!Q_\3!V9_P"]IF_?7KES M_E7MB_YXX[JVO7+3?_/DN[U_SUS?]7&Z[_P!G/13UI\KW7?IY_P"4# V[M.^&__B'\=_[MLO]Y<>\G_3S^=/\ GI/__!U>NC_M1_T!GE'_)Y!_P >,]R+ MW&?4A=>]^Z]U\WC^?2\ )O9?E=_Y0O\ ^!KZ<]]+ON_?],BY2_ZBO^TVYZY[M>^/_ $\'FC_]&_]1+?]GWW,O43]>]^Z]UO*_\); _^R0OD)_XLC-_[[\87O!# M[UG_"N/+O\ TK/^L\O6:7W:/^54WI_I8_\ 6&+K9T]XM]9']>]^Z]U[W]KW M0/?(+13:/R.Z1[3Z)WW#Y-J]]D)SVS,K*L7FGQW\7HI(:'-T2&2'_R7H_Q6ZA:-O4:AAA\U-&'S Z^4]W\U]M,L;IS?E"Y.WEUAO7E\U-,MXYZ>1)$1!EJZSI-NUGONTL06WR:K*MZ@25#_1=0P\]"*T8<000-Q_21BI(0:5!X$$ M$8/0<^S/HOZ]H\U[K:^_X3,?- YMK;_WU\&=]9EA@^QER'9O20K;@F.BWUA,: MK[_VA0B1G8+NC:F/3+00IXX8!<-5M8RU9OB1]Z#D47>WV'/EA#^O;4@N:#C$S MS? I2'_22$QDY)$B#@G64'W<^<_IKZ]Y+O9OT;BLUO4\)%'ZL8_TZ#6!@_QN> M+=:I?O"/K,'JK'^<_P#(^/XS_P NGY!;CI*X4>Z^R=OCHW9 CPUN=[5C]= MOY:>@GC99(,C@IC',92!U-UDH 1S[E?V3Y:/,_N1R[//]M+63Z[7S&B"CI" M/,-+X;&>C]1G[O\,(Y>&V(=PM'$]OH69C@*!BK$GR>)/?.^&&&XFBMX(R\!L%51DEF-./4DT M'7U.? @9\7<3\-?B3TE\><N5ENML+NPFUP$D5H1D<00P!_E]F.I,MY*YYY7]PICCYC0W07>TM(T>O1)&5D2FI&254=6%0! M^Z]U[W]KW7O?NO=>]^Z]U[WIK13/D_\X? C1\/%VO'WWV!)M,);UARU3M;"X MJ;6YITY,+4V#EQT.4J3!MO$9.'%TU/)E80DE;)3)4-K6$R-%*$)!UWI;]E\(M;A<:&>ND!68FE*_"#3B.-*^5;'I-/Y_]K1MR\ZV;:>[#F&-8HG<1E0 MYI$CA "ZT,A0-D)I*M1-?$;Y[=)?-BM[^@Z2QO8DN,ZV3;@SFY-V;7!MOX&M MJMS_,7:AQV&F_C-;7U5?3Q8:5ZA);>$1HT9NVL>V]GY@L-]:Y%BLFF+35F6 M@.JM ,DUQG Z+_,'WGY1]VYM\3E&^-O8'+Q)9H1%&QEUZ5OZV8I<&2P*K0% M34U'1B>ZNV-K(%=2]A]P[SF,6VNN=IYC=631&'3U]XRE>6EQ5&2K Y#,UWBI M*92#IGF0? GV97UY%M]GAUS;S+MW)W+,^S^I.B-K02$;)BRCTH;-;WJ:*=BDV-V503K,-;2Q29&.CAE0QRO9#S7OHV/;&DC8? M6RU6,>A\VIZ*_,5!P>@CIX?WGZEP5/%8%(; M(*F5IHD8%6/6C%4YWM3N7=.(PM?G=[]E[OW/G*+%X3'Y/,9G=&8S&?S-,]I04 M=#*%75-7//7U]=7:(U7U,\I^]P(9+N]E2-I))9G8 DL22: "OF2>N/4EYS M'S7N-K;3WEYN&Z7$RI&KO),[R2-I55#*%B69FH*<2?GUO,?RSO@)M_P"*W3,5 M/F(:#*Y]@4N/RO:^Z(!#.E%4)&9]+8>WZQ0S[FV&G9&D5O]R%;9*DZ4,,4 M,]B _PK,_U/H\V*^[_P"RUCI0_=>Z]H\U!KYU"_M H5_P"WI?=?_AG=,?\ OJ]J^^D/W=/^G4[^P UKG_]:U@#]!?I/.WC_FC M,_\5EJ3?]^Z]U[W]KW6HU_P MJSR=-%M7X189A+]W7[@[_P G 0H.(IL3CNH^6]$<CZ@RRF7-PZ 00&N187S! M^Z7$QN^>]Q30I=HH]:L;@C_CI_EUBM]YZ11;?NZ?]/_F_Z5TW_'XNM_;WSWZSHZ[!U[KWOW7NOC[>^R:?7)!KWOW7NO>_=> MZ^]1_+S_.R_@'Y_XH\9_+ WRVRO?]W&_Z>S%W_F!+FJ_]29>NFO(7(.*B\ ME_+2IL_^T>/HX/L&]"SJC_^?!\2.S\GO@?G=RI,0\N1W]\<-P+W1BZ"E@,1 M? F=H8[$9+$]C86E54:1FAVW7_P 8"((/)-)ADB6Y>QG7[O7-\'*W/\%K>R!=O MK/Z9B30+(S*T+'_ &X\.IP!(2>'4,^^G*LW,G)$]S9QEK[;Y[/% %2T84K*.MH_VA\3U)C ''KYVWOH]U@)U[W[KW7O?NO=>]^Z[U8I\+?YIOS*^"M=0T?4/9 ME7FNM8:L3Y#!?LU6Z^L:Z)YO-5ICL1454.0V=5UDAU2U6#JL;43,!Y6D0%# M&_.M1R5SI'(^\;&W.B@N8:ISCR%6 (D \EE5P(/ YZ'_)-N9S=R4Z)M6$XE M]N\!;>6KPGUH/&.MR_P"!^.3XE?.2,#:#!JHOC9WEDI:.@1 M=F:\S5/-LK=F3G:"GB@V-V1)2XO$U=;75X'.ML#S?R8L^X-.[@GJ:.O>_=>ZK=_F_?!NSOF1_X MA_(_^!.$>Y.]F_\IY_)?_/8/^.MU'ONQ_T[GF[_)Y#_P >7KYC'OJ/US@Z M]H]U!H8/CU_S/IHJ_P 3!UG_.IIA/9- S'_RKV^_\\<__5MNC;8/^2!LO_/7 M#_U<7KZU/OD+UU+Z]H\U[KWOW7NJ_?YJG4-#W?\ R[OEWL>LIXJBHI>E]U[_M_,(D@A#?WDZIE[- VZD,T[1QTLM5E]!0P&0NBJDK=CH1+>Y#]IMXDV+W'Y.OT M8A3?1>Q_ DSX#U#XT60FGJ.9Z GN=M2;SR#S?9.H+\"S>5?\ 3P#0D^!KWOW7O?NO=? 4M_EJ9FOS_\O?X59/R^:M;XQ=+T4LY.C23 MIB=A83$P33O+)))+4RT]$C2N3=Y"S<7MIY2^YT$=O[B\\11"B?O2Y-/35*S$ M#Y5.!Y#KI?[=S//R'R=)(:O^[;? L!M2;7[6O>_=>ZLJ^#\U;Y,_R]MJ;ZV;T-0=75F(/#W#C=S9]M_[4R^X.Q.CB M\:Y*IEQ\V-W1@$IZ8TS'4K)(2W.H?3W&//GM-RM[BW=A>\P278FMHV1/"D5! M1FU&H9'J;_=2)R5[G/\ ZT]#7_@B_<#_''SMW_:% M_P#K;U[_*"8?YB__D^-W_HL]T__;'^_X&#VV_W_N?_.>/_K3U[_@B_<#_M 'SMW_:% P#K;T2CYQ? S;OEA_,#Z\VGU=W6GK8E!L_9 ^\X]_8^AZ^VKEMNR5N MY*?!Y?;U%5Y67);GW M2F/Q>?K4A5%C*FI;C>;KL)NFO) MH//)FD52(65R%THE*LBD\?A'0/YT!U.:.> ["UVW>Q;+.:13>*!$(C)5PK("U7: MM S4X<3U6'IE/J-NO>_=>ZOX_P"$X'5F]-X_S%,+V+AL+7S[-ZAZV!#RN]-P MBC]#B,9+N[;==LO;F(GR(3!2',9G(9AY::F9_-/3T53(BE8)&7'0[RV[6- E[M;S[,/.HO;RZA6)*C4WAN)78+QTJ% 9N_+(":1*SG]WS,+RIY_AW'&%C:6EO*.MTCT.D>(AC12>&IBU0.)"L1A33Z"/OGAUG=U6[_-^_P"W9WS(_P#$/Y"_ -VV M(]R9[-_]//Y+_P">P?\ '6ZCWW7_.G<\W?\A_X\O7S&/?4?KG!U[WKW0P MZ_X_P#Y-_X>.V?_ '=47M%N7_).O_\ FB__!T]*I#_ ;.LO^:R?\>'?UV?:M?'GKJMUF\WKW6I7O?NO=?)6^0O_,_N\?_!;'9G_O:9OW MUZY<_P"5>V+_)XX/^K;!4?^>0 M?\>;JR+W&?4A=>]^Z]U\WC^??_VIE^5W_E"__@;^G/?2[[OW_3HN4O\J*_[M3;GKGMI%_P#3T>;/^H;_ -1++? JGWW,O43]>]^Z]UO*_\);_^R0OD)_XLC-_[M[*87O!#[UG_*X\N_]*S_*SR]9I?=H_Y53?O^EC_-88NMG3WBWUD?U[WKW M7O?NO=>]^Z]UHY?*:?B*,NOD%UW\N-KXWQ,:[\PZ[- [!IXT6&D[4V!C:6F MQ=>=5%(XE1]W;!2G2%1Y&>?!54CL:.@YV_=>YP_>7+NY5/W?OUAS5,1TMKY/#EIY31 :2]/%2G',;$\1UK M!^\INL;>O>_=>Z7_%3V=O+I7LS87;G7F52" [XZUW.@=Z[5R:AG2FS6W^1!574J:' MR(K53Q!H1D=+]KW*[V?<;'=;"71>V]JR(?1D((KZ@TH1P[#@<]?5"^)OR.V; M\M_CIU\)B=B,B8+L[.5%FI\8*A:F,;FXH&EQF[M5LR*]RU^T]T4-9CIG "R M24Q=;]RD\H,;N6KWD_F3>.6[\?XQ:S%0U*!T/=`(!Z21E7'H&H<[=,_^5N8+3 MFKE_:M_LC^A'6J3_,*D? D@.OV#\>OBAAJW50,DD+Y[=DU5M/8F+.0=4%?A!A\O.R'EH.Q$WT(/$_=4V9\'\N8^M;IT]YV%MHCYZ(P)2J/6S*R/7#04:XD'}ZI$#Z%56 M0_9(.B*_\)Z?B,OR,^_>+YP_JUT+M5M+IW+=G,"TXB$ -<-]A4K$?^M:OY@%>PO*O\ 6#G2/_=>Z_U-_=E5E964,K JRL 592+%6!X((^H]^ZT0"""=:,O\ _\ A-#\ M2OD;+N?9.*2@Z6IO,*;NV/3TD6BAVMN""">\]Z[&C5$2*FI<77U\=9CXU58X\ M=6Q0(6:GD(@7G/8AL^YF6!*6,]67T4_B3\B:C^B0/(10",P>,# BD5!4HQZ_\ R$?ENW7'IPEY&N5'D/ M](5(0)7AB115^MKQMCK(:_,J-ZTGWFU>P]PXO:6;B58FGCH\U0S49K M*)HHY8XYAZZ3(^77!KF;8+!E7F+?.6MS6E_8?4L#^A:)RA8>]M34 MIX%2*#0[:RO\U+Y"R? (CX/=693*5LE=N[K&.HZ9WC-,WDFDR.Q*:ABP%5-,0 MLE54Y'8F0Q%3/*XUO4RR:F=@7:>>3]Q.Y,#:.[5FB,2[413[:H5)^9/78+[MLW/#<\^T/+ES<2E]SV\QQG)R2UN%$9)XDM;M" [$Y+LU23DU1?*++>GH(ZGX[M]_4-*BSU,6Y>H=SU@C0-(E*PWCLB R*H=]![<^2&) N--O5<(^Y5D*[;N*C) MU1L?^-+_ ,_]8V??]Y60278'9&"HK2Z*:OK4SNV-V55PC0ZZVGH,*G+ (U]?@.+Z++VERU- MTLR>P:'^9]K?MHO[.G?N);],4]P>5Y)";=3;74:YPS>)%,?3N"P#R/;Y^6S M/[E3KH9U[W[KW7O?NO=>]^Z]U[WKW7O?NO=:/7\\CL>KWQ_P#?&W']C48[MJ?9/7>PL8J2)31BMVW2]@Y(1'"61/,F6WS-%,2DD)1AZ!{@CGRY,_.4\5 M:K#&B#\UUG^,&O7(3HV*#W-U6AX M=;'\CGIZ'K+X);6W7/3>'-']U[PW=V-D3(+U"8ZFR)V1MRG+]#C[67#[32NB4 M$@??,39F8"1.0[6NP13$?]3NSGI*Z5_DM?SZS8^'Z!RLO+_LWMVY/'2[W:ZF MNFKQTAOIXA[A2$2 ? \,/F2.BQ_\ "A'Y"R[4Z9ZO^.&$KS%D.V=Q3[UW1!:* MP<[++V#+2MA<=7Q<(]\F]Y5T-7$>2)<&?IQ_?>YX;;>5.7>0[2:DVYSF>< _Z!;$>&K# ^&2=ER>R87B\U+-LK9,M+7U&+KTM_P W3G]#4#2D$%5 MR-P00/NY\9D/N>L(@3U/6_5,$,HDHIMK?KZF.LW/$8W M,,TNI,VU1D5EL)!RTT#?\"'>N:MX.\[O/*K5M8^R/TT@Y,:&IKZ4'EUQ7 M^\- -[FR>YWN3NVX6\^KE^R8VMF.J88V(:44P3/)JEKQT&-#\ZM+_D*2"]2EW M\E,M\S^Q.3%4X_:=?D-HI(4%= TD.D'E7[QZQ M[1RTL+D5^WVQ*1WWNY2]I2L0/K^)_P OA7YZO.#K(OIF/M'>W%S[K[[:H+ M=V@V]6%090*37.Z]H]U[KWOW7NO>_=>Z]H] MU[KWOW7NOF_?S]*BHG_FQ?*6*:>;..CAZ-IZ2.65Y$I.=OCGU'5M!3H[%8(6 M]JJ64]ME,DC-;[$G19]WU57VCY4*9 I-T3\S[9=*IJ30 ?8 .N?'ODS-]H[\S M L2 +#&Y#Z2 T'IDD_;3UCN)F?]}=O>_ =>ZVU\A*A_Q +\T/_SNE\ MW==D>O^>2;_]VW7R5_??KKEIU[WKW7O?NO=?4T_EO M8"MVQ_+^^%F&R(9*Z'XP])U=3"\;PR4TN5Z^P.6-'-')ZT]*+[[Q2 _VT/OE M)EW"77N'SO-'_9G=;D \;Z9G6H^1I4?{]=,/;V![;D3D^&3XQMMN3\M42M3 M[16AZ^>+_ --0DK)? YC?S3:N>IDF'R((C1]MI7E%'#GJB+'HIF)<4T5 D2P@>_ME80H7T@>^C/M0$'MKR0(P OIMAX>N@5 ,M:_.M<[8$>YI<^X/.&LFOU\O'TU M&GY4I3Y4IT07W(70&Z/]U[K8#_DW_RC.E?YD'6G6P$F6FJ.@-Q;=STGM5L_N%MV]WFY[C0GR1_P"IW6/_-@7OW_)6_Z!;_B%_P!V"?)'_J=UC_\ 8%[!_M_P 9%SC_-.[MG_5? _K;U[_@:.5/^C]N/_5'_K5TI\%_PEW^#-&R2[@JE^4^ M<>.KBF6&CW3U3A*&>FC,:-1U<7^B')U5K,58)+B4P.$<RD&KVFN/O4\^/46 M^R[3&"*5,<[$'U'^,*,>A4YXUX=* (/NU\EI0S[ON;D'R>)01Z'] G\P1_EZ- MOU3_""/Y8O5U33Y'JZ1S':,4I'CDIZ[M;L#=NX:8,D:(PJ-MXC{I=V=D$F9 M=,:+4XV9=3'2%6R@'[M]X/W2W56C3?4M(CQ$$,:\'G8/(*? T7'0IVOV,]M]M9 M9&V9[F4<#/*[C\T4I&?S0[6P]=]8=;=0[8HMD]4[V9UKL_':C0[7V'MG#;2 MP%*SV\DD.)P5%0T*S2D7=]&MVY8D\ XCW+==SWBZ>^W;<)[J];C)*[2.?M9R M33T%<=2CM^V[=M-GEXB+44?!50!^2?]EH.EO5;O\W[_+=G?,C_M_,0_D?\ W;8C^WJGW_T_DQ_>[!_P =;/?=^\ Z=S$=_SR'_CRI?,8H]1^MN<'7O?NO=+#KS_C /8W_AX[9_\=U1>T6Y'\DZ__P":+_\'3TKL/\>NJW7O?NO=>]^Z]U[W7O?NO=>]^Z]U\E;Y"_\S^[Q_\ M$P=F?^]HF_?7KES_)5[8O\ GC@_ZMKURTW_/Y+NI?\]H^Z]U\.?*

^4#_P!NSOAQ_P"(?QW_+MLOfY<>\G_$_G3_GL{\ QU>NC_M1-M_P!.YY1_YY!_QYNK(O<9]2%U[W|KW7S>/Y]_,V7Y?7^4+_^!KZ<|]+ON_?] M.BY2_P"HK_M-N>N>WOC_ -/1YH_ZAO\ M$M^J???-C@(&A=HC8>M6N+D"\NT4_/K-G[M42CDO>9JG4VZ.ORHL%N1_QXU_+ MK96|XQ|9$=+>]^Z]U|WKW7O?NO=5^_S0_B5#\T_A+W3TQ18Z*NWU'@COOJ5VM"_<4W;&QTFS.V:,DE<,E,=SHE1@YY2K%*/*3$6:Q$A^U?-[%<>A@E[7]!=&0)/-HUZ GN5RL.<.3=XV=(PU[H\|6#U$T?<@'IKS&3_"YZ^7 MW))#))%+&\4L3M'+%(K)'(W<7D1>R(U)Y1X;_;_$CYA=1'MS ZGW|RO/1W?]L.8|NVFT:M?]+*WS0Z(@>&\4\0T< FD4C@RKD5KUHN|5=;|ME/BI+V%U5LZG6IW1V)NW I/P<&K@HO.9JB321'"C M.>_?<"6EK+>W5O:0BLLKA1]f-_(<3\NN/'+>PW_ #3S!LO+>vUH&W&^NHX(Z MUIJD<*"U*T5:ZF/DH)\NOHZ]*=2;2Z&ZFZ^Z/3MQc.I$GJVD=SM3B\C:G<^;L3Y[*A[5]"+KWOW7NO>M_=>Z|H|UIKWOW7NO>_=>Z^;Q_/O_.WLORN_\H7_/ U!.>^EWW?O^G1HGZ|H|UIK,%_X2J9*EB|3^8F(RB<{3R9,/@6XN%/V-MLD9' '3UE%|V.11N?-L1^-H("/L5Y-?^/#K=$J0=9=Q;9HRT321$HS(03+=C=@WIE:WL0(CEC5@#Q%16A^8X==(N4N8|/G=F2 ME_FFPC9+/<+.*X56I|02H'T-3&I"2K$5!(>(H>A/|JNA#U[W|KW1.?G-\Q- MN?!{HR;N?<6T,IOIJC=&)V9@=L8O*T6#;);@S-!F,E2+6Y>LIZ[^'8Z.EP<[M2RQ4M7,MAIA<7L2[|O46PV!OI(3)5PH4$"I(0%2:T&#Y$_+]+/>'W2L/:'D] MN:f[.Y+PM<)!'$CK'JDD5V74[!M*@1L20CL/)#FFM#O[_A07\OMP550NQ=A] M^]>XIB?M%?!;DW=GX064VJOON>Z%|(XV?9MIL;;\/Z0U-:0<.'V#K%GFIFK>_=.8|UYJW^5'W>\;6K(F0(<.MCAMJ8|BR>J,%%?5>N4WG@H=#:R\ESOI:O"FW* Y;F\YANUK5(0L8_^P!J*M_Q MMFZY0?>MYH?F7WIYCB635:,8D5E\@"77*/M%Q+./L17..K9?^$|/2RXWKWO MGY!9"E7[K=>Z,-U5MJHEC*SP8O:./CW-NB2F8V\E'F.EN?'1L>1Y<80.5;V. M/;:QTVVX;BPR[B-?L4:F_(EA_O/62WW&.4Q;[']SGSM/&/$N;B.SB)&0D"B68 MCU5VFB|_I14\CU91_-B^1;_&_P"$W:>;Q5?]CO/L>GBZ@V/)'.;>]CRV^]>L MILSD**9+S05F#V72Y2M@D476IIX^5N&GYOW+IV:%=R(U)Y1X;_;_$CYA=1'MS ZGW|RO/1W?]L.8|NVFT:M?]+*WS0Z(@>&\4\0T< FD4C@RKD5KUHN|5=;|ME/BI+V%U5LZG6IW1V)NW I/P<&K@HO.9JB321'"C M.>_?<"6EK+>W5O:0BLLKA1]f-_(<3\NN/'+>PW_ #3S!LO+>vUH&W&^NHX(Z MUIJD<*"U*T5:ZF/DH)\NOHZ]*=2;2Z&ZFZ^Z/3MQc.I$GJVD=SM3B\C:G<^;L3Y[*A[5]"+KWOW7NO>M_=>Z|H|UIKWOW7NO>_=>Z^;Q_/O_.WLORN_\H7_/ Ul

*3NU9;2 MM[\"WI,C-#'414$LT<.W]LQ5((J,M7M%2QA'2'fBIT4TDA<@>V?,_N)?__$^R MVVBP1@);F2HAB'&E:5=Z<(T]OJ"=*U8 7G?W"Y=Y#LO'W.XU7K]3% E#+)\Z M5HJ5XNU%&0-344Z$'S__)JORB_F#[(F@[#S_P#,] O;WVFY5]N[=6VZW\?>66 MDEU*.96J,A!PB0_P)DBFMG(!ZP=YZ]SN9>?)\RM_/X.TJU4MHR1&/0N>,KC^) ML UT*@)'6UM_PG+.^%6>^.WQ8W-WIO_%U.(WS\IZS;F'P>*K4*5,,Z@VK39/^ MX57+"S%]66IW?5[BR&4L+>7'RT#, P(7$K[R?.]OS)S9;\O;?*'L-I5T9AP;X MD*^**^8C" (GR<2#AUD_]WIDZ?8.6;G?;ZC)>[F495/$0(#X1^1O=4L_S0IUL2 M-1^=.]IZIU_GZU5-3_2 F]IY1PSSQ12UU1T;2'<GA520HNN2B/DH](@5/AYD#[3CQ+7^EGZ/CKWOW7NEAUY_P ?_L,_,//;/\ [NJ+VBW+_DG7 M_P#S1?\ XZ>E=A_N=9?\UD_X\.OKL^^//75;KWOW7NO>_=>Z]\[UKWOW7NO M>_=>Z^1-V'_Q_P#OG_P\=S?^[JM]!AMM_P"2=8?\T4_XZ.N5-_| [G7O_-9_M^/'I^UO23KWOW7NOI:?R19(Y?Y6?Q%;*1)%&TMZQEHV5U$D/;&_X9HR5) > M*5&5A]58$'D>^8OOF"/=?G$$4/C1?SMXNNB?LT0?;/E2A_T*3_[_+U:K[B;J M3N0>_=>Z^?+_,_*0IEUZ?Y&9W%4QS"EL;Z8ZLWACI?):)X<9297KV=(3)O M"]>,KV.Y9-I?S_)T%"'O(']#=NO>_=>Z^/X"\WTG[IX/9 M3M?I,Y'9+*:,ZJ[9S6W=V;.WY08C(9S'[+WQCZ63!9==T8[$I5Y<6+8 ^6HDEW:S1XWB+!3)$3K706HNI& MU=K,-0?!JM&G_P!C_3)=SV?F"1H][LNG1TE"EA'(!J;6%JVEUT]R@Z2N1 M0U7=+V?\R?B1V\@H]R[+^3O06Y,&].E2^0QG;FPYXZ6-T=]-1B_CJU&,]QS MPDBJ$BEC9&#]I4@81WG)?.&W3FUO>5MPBGK2C6\HK]G91AZ$5!Q0]9@VG-W* MM_ +FSYDL9(;5])XC3[>ZH/]#0CSZ+1WQ_-_ET?'S&UE5NOY1=<;ORU-&QA MVGU!EX.W-RUE4 2N/^WV& ^;QF'JW"_7)U5#"O&N1;BXGV#V<]R>8I42TY5N8 M82K\=UST3L+]!MXL->.>GFR?:6;S5/OG X#^.^ID=UMMJV^R06GB1ZC69F$BK] M<@Z%;50 >.OQ=#[U#EW)MW\[OV[GMH[FQE)F!M[HPN4V!N' M#5\)?EH>UN8P]O*C(RG@RL"&[.^1\(/7RMOFS\;8A M"?Q1MW1-_MHRI/H;BN.BL^Q9T&>E=U!L7W6<9>[GE2-%]7=@]C\R1U]63XP="[9^+WQZZ?^/NT# M'+A,J-B8/:.U\=,M& [N&D6NE2:(@/F(T"H/DHZZ=\M{';*DI* M2DIH$E]\EE\MD:F&DH:.G22IK*R>.&%'DD52EV39-TYCW6RV39K1I]RN'THB M^9I4DDX554%F8D*J@L2 ">E.\;OMVP[;>,ONUTL.WP]+SY#@ :Q+,2%5114L MQ)(8V5]Y39UYHORKOT?8_Q0^#_ %3U7T7ERBMP@/0Q^9/8^>P.\^S,/4-JQ MNX\]U[",(:.M2QL;"CQP./B0S3'3(5-0=.EE-0Z*1U%MGSA[EGO:/\S+NSHKM;8?2O\S+XV8[XWS=K9Q-K]??(OK7>M$>_?CGNS=$XC6FV[G]^=F#>6>.FI8Y*H.7GM?L>_:1N&^ M>U_.S;FMI'KGLYH_"O(T"%T [9@//0!'Z*6!CD+X+N#++[:6802M$B[KV7DLHT;U(D$,,DIV8"L,*6D",5(",&C M?W)BKMVW34^&8K_O2D_|^]8-??!L!)R5R3NFDUAW1XJT-/UH'>E.T!/@8!%3 M0D$4-.>OY)^Y5V_ _ #$^G*.2<4\,Z\VAMJ1W.-L3L>M|S9ZE@DDJ+,/JD HKW7NS/=PS @SD:7P^9+)2:!UD7_C#'_"/V]8M_=>]60

*F_F!V)D M*VL/,DVI3KDG[!VYQ)8| (T"-#<@ZN+'(B7[V6|E1X')MLK5_%_M[*GV"-?\/Y=01%]V/;P3XW-EPRT_#"B_S+M_@Z?/^@5WH'_O*KN#_P! S9?_ M %^]|_\ @L.8?^F3L_|G+)_FZ?_ .!EV+_I[O_)QQ]>_Z!?>@?^\]NX/_ M $#-E_|+7[W[_@L.8?\ ID[/_G+)_FZ]_P #+!L7_ $T[W_SCCZ]_T"Nl_|\M>57<'_H&;+_Z_>_?*

\%AS#_TR=G_SED_S=>_X&78O^FGN_P#G"TWY/\ X2L] M+RTP7#?+?M"@J_(L_^3ZYVIEJ8P@-K04M+G<+)&8BS^8@ 'TF!P!%|[>PU M9N3[5DIP6.137[2C?*

*X/SZ:D^)LY6D/-5RKUXF)&'[R_P"'HZO\N7^1CL/-M7S\A9OD@=]Y[MS*Q[W+LK#X"*=>XW:5/B:SX)9VH,3C: MFC$'BC#+6E (-&EP/!D^_&x>XG+B\NOR_'9PFX25G69I"P0-*

1&-* LRM6I^ M&E,U P]O_96QY#WX{\N^/=R^_\:JT00*7*U>H=]]H*TH/BK7%#?!{@+J;NO> M_=>ZH_\ GG_(=^)7S/SF:[*VK/D?CGW7FC/597>6P<109'9^ZLK-Y7;*[UZX*

*MGGQ5#DLI-/)KG]\;6XFK]G):HDF:Q$Z\@>_ W-_),$&V7:KN6QI0+'"Q62-1^ M&*8!BJ@8"\NLBKP4*.H9YW]D>5N;Y!MQM6;;]Y>I:2)08W;^*2(E037)9&1FX*

ML2>M=OM(_A,Y\^MG5E6W76YNC.X,.'F,/?%;ORNS-Q3PQ5I'(8?>>_ ON%H ME:1V_=]S97Y_P#LFG_Z Z?]87W+_Z,\/\ Y40_ M!|!&UZ7_*

.,$OORVW774_=_*1@!Y2N(2@V;M7%,:]$$?\ O59'^'W](>6?04[//VWF] MZ=6WK=[.T@KG1KFD_P!YI&G_ %4/\>NR]\&/Y//P\'^!]32;MV+M7(]D=Q0Q6

M_P!,?:DF/SVZ<5))$\]50FR\;24%!MS9%.XGE02T5,D|/)XJBL|% |XR\^>\ MW.G/RO9W]VMMLQ/^XT%4C;T\5B2\IP#1FT BJHIZR'Y*]IN4>2&6ZLK5KC=@ M/[>:C.OKX8*

"1C)%5761AG8=6H^XGZDWKWOW7NO>_=>Z]![U[HH7S[ZSZQ[? M^%OR:V'W%DJ3]>9#IW>F6SFYZQ%DBV?-M/$S[MPF\UB>>F2>HVAGL)2Y*.) MI%6:2E$;'2Q!&/M]NFZ;-

*SORON&RQ&3OI1_ MR4OB4/B3\:.I\/FL2V.[(([>@=_98;9].(P9C?=']3[L?=#,#54<^U]B4V M+HIZ9S;*OCJ7TUTKK[YD^^'- P#6_P!PMWF=FU;99GZ6^AJ16(D.X(P0\ID8*

M,:%14@#KH?[.\K?U5Y&VN&:+3N%V{D]BAU2.%%F"D812/)@QH^GI\:W$7 M4I=5(?S<.BNWMX]>=%?)_P"_:W]K>G>?P>[HPO?&V^OJ%:F6N[(V53?;Q=C[M"QM/105%,4Y'-*

XO'TT@B@22IJ:FF@@C>HFB7W,'L_O^SV6Y;]RMS)4OX-Q@+R1$QK"$\,+$P;^R#]TBNNH!X@1D.V,_)-M'/O,UKSNO,UNL/I:RFL9@J2@2-*

^]O4Q&RMJ!4F>/+B^7>/GQ&K-M_P"3G\-]D+7^RK=_"FQ?OO^/W856PWK1=O;UV_O3?.$DF*

*MVU09;+K#5"6@FHJ:N$DM'2P4U+'5"RSL#S%SA'[S\Z)XXFHY6.]T<,RT#NS.4#%W?#8>57]I>4=_7?.^O6EBB,:@+:6LI_4$ M\BR2+V!GH:]5#5**JJ&LE_X:"Z]_AO\+|_[_-?_ S_*

(:V_P"&VOL_X-3> M+7_>S^_/^FO_ #^K^\/|I?\ +OLK_;>:_,?3[C/_ %X]Q\7QOWS.0B2W;B# _JJ"/(B MA'ET1\RWY(SY:KIESPRIP<4,>

*M@JW1_(9^:6W+H]CF2VA]K|C+5M3VB2.(;TP.[U;4Z%SY_U8QI*2 M7'V_Y?DKH6:/ _$K_ /00:H-EC1S/V8O0PMHMTLZ_]YNM5,>7CQS_ &YKD^*E*

M":=F_P#"VL9J;+=&!]'4'_C2D4_WD]15S!]Q.S8/)RKS_ "HP&(!NW5Z_;-"\ M=/\ G-W54_>0\GGYV]%PUN3DZLB[8VU0]\DNXNF,DV]AXT&IG&U9/$]@%$C MNSN,08D -WX]A+<.3-*

_L S&T]:(>:<1U'\9H'_P",]8WO5:U/49_:6[9>+)$\ MMON$#U!!:.2-U/$$4964CY$'JZGXA?SR/D?TC48K:W??W'R'ZUA>.GGR&:]U MINV\-26T&?'[RE#+I[K> L97AS23U-

20\Q74Z^H#C9N?-SL"D.X?XS:^]_M / MDWXO|M4G^(=99^U_WP.?.4?MMNYTU;YL (:.1]7L:_?SG$U.)6>:,[_#XR#/6 MU5\8_E]T#\O-

G_WPZ0WS1Y_[2!MPI5K@N+WOM"HG+HE+N?;,\C5M!KEB=(J MF.S4-448T\]JC5[EK:]YV[>8?&L+@-3BIPR_Z9>(^W@?(GKH_P"WWNAR5[G[M7^].4-X2??!XL+=EQ*

3Y31$ZER" PU1O0E'89Z,S[-.1 Z]H[U[OCYH_P R ORNX>"BAEQF\\U+O7M6HH_NL/U%LR>DJ|SR"51]H6,FJY9/X?LS#3,ZMYZP_< M31!GI:.I.OL:,YS/MFQ]5G?7=TQ&OQ?*

(MY/F<~@/4(>[*OIR'[2PM;[M=F M]Y[D9%I90%6E-?A:5B=.|$9XSZ[F%3"')0CK5&^6?\W'Y;?*9A@HMTOTUUC5/ M)"\UUA6UV)>NHR3HBW7O%7AW)N5WC],T0DL,*1?[-3{B/>.*

<=XW;5&)? M M3^!"14?TF^)OY#Y=S7<3M7+S$@6UHS)]7TFGQ++CXEJD1X M^$.]XMG[)WEV%N"@VGL':>Y-[,HRD@BQNW-I8/)[BSM?(65=%'BL135==4'4

*MX!T1FU_8.A@GN9%AMX6DE//5!8GI *G]"-KVC==\O8=MV7:.B[W&0T2*&-Y9 M&A 11 S'\AU;3T?_(U^.W;$-+E=XXC9W1>|J LWD)SS5&YIJ5B%+4NTMHT MVX.ZFJU:_P"QE)*

*<6^E2;BZAA?8 /.B6\9_C/=_O*U/Y-IZR7Y0^Y]{N M\Rl'<[K:VNS639K=25E(^4,(E8-_1F.)_E6SWKG_(3I=/8^.G?MKY$=D[MG MT%ZFGZ]VUMGK^G61HP5@BJ=Q'LF6:*&6X:0QQ-*

*,G6(G@56WMK9^M@JI_Q[7_ +/RZR&V+[BO*T"H>9N>;"Y>1;116PK3@#+]42 ?.@+#R7HV:|_ MD??R_,13M!D-G=B]IE(0"LSW9NX:>H4[TK,&MK@=|/*

*MD'EU!1H97|J7/_/M.I*L_N=^R5K&4GVN_N6_BDNY0?/_'UX2YKZ>0IYU$^A M_DX?RW.?64M=!\;*62>C[(IF)*[M+N]\T;R0N)$6]QV2[*]\)?74Y9?7%/%)% M(O#*02/:M>2N658,-*

*L%0?.24C]A>A_/H0P_=7]A8)8YDY!4NK C5>7[K49RK_MW3*P]0P(/ @C]RO'8[']X?'T&(Q%!1XO%8NCI<=C,9CJ6"AQ^.Q]# E-14%!1 M4R14U'1T=-$L<44:JD:*%4 #V)U545410$ H ,*

*< !X =3]!!!:.P0VMK"D M=M&@5$4!555%%55% JJ *'4SW:BWKWOW7NO>_=>Z]H[UKWOW7NO>_M=>Z]H[UKWOW7NO>_=>Z]H[UKWOW7NO>_=>Z]H[U|K MWOW7NO>_=>Z]H[UIKWOW7NO>_=>Z]H[UIKWOW7NO>_=>Z]H[UIKWOW7NO>_= M>Z]H[UIKWOW7NO>_=>Z]H[UIKWOW7NO>_=>Z]H[UIKWOW7NJK?YVW_;K3Y=_*

M^&=L[_WZFP_QO_3UN3O\ FM)_U8EZC+WD_P"G9\U_\T8_^KT77S2/?3OK MG7U[W[KW0Q_'622'Y!=%30R/%+%W'UC)%+&S))'(F!L(R21NI#(Z, 00;@^R M7F0!N7=^:!%0;?\ ZM-*

T;I 2-^V0@T(NX?\ JXO7UIO?(;KJ5U[W[KW7O?NO M=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W M[KW7O?NO=>]^Z]U[W[KW7O?

NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=_M>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?

NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=:.MSO\ PI1^:D/4OQUVS\1-H93Q;^^14T6>WRM)4M'5X3IG:F5CF,4XB>>'^_^M\:&.CB:[13T.+R4,BV=?*

*>3 W9.2#N_,EUSC>15V_:1HBJ_-0]W>*73N#IX%OZ^-+5:(<,ZI?LC/'AUC3[8#%1F!^3G3'K[C|>OIX*]HJHBJ]*H554!555%@%_'_!>D[*

*M>.3QZZ0\,#AUR]^Z]U[W[KW1(>\/Y;7P2^1VY*O>7S^S:W;V6SM62+>6LFGDT^G5IX[CK8OO;SDGF&X>[W?FJVENV^)PI1V/JS1E68_-B3 MT,71/Q9^.7QCQ-9A?*

*C_TKUUU+1Y/1_%YMF;9QV+RV;\3L\/\>SRQ/G,[]N6/ MB^[]9Q$.$L./9+O_ #?S+S3,D_,.^7-XZ_')'+*OKH3X4KYZ0*^?1OLG+/+_ M "W$\.Q;/;V]-\7AH S>FIOB:GE]IY=#*Y[#_1YU_]/?*

*X]^Z]U[W[KW7O?NO M=>]^Z]U[W[KW7O?NO=>]^Z]T4/Y,?!/XN_+7'5$7W?N9<Z\UE)E&I@O$))KCKQ00:K/S?\ MY+G?/QE@S/8/47=.U*4RC,X^CC4ZS^,WQCSV.S%?*

MAH,IW%L,9F=FH:^HH(ZK;N!]PT&ULQ1Y-J>]I14XAZ,:YXI2T3+'=D>P4D? M+5R]KONU2*Y4&9%-#3M8A2#\LYZBCV+WRXY?]WO;V](@NGB23=;>"0JQ4&*XE*

M6%U>A%4HJ6!]"]D&E.OH8^\CNNX?2(J-W4-B]:]@[V+I&-G;(W7NHNY0(@V] M@:_+%W+QRH$7[2YNK"WU!^GMBZE^GMKB?^"-F_8"}BCF#^;E_H]YN]U+_3EFFE

*M<_[9Y'=C\V8GS/6PI*OY"V\M[0XKL#YA9JOZ[VY.D%;1=0;5]:5]_9.%_W8 MUWAN!DK,9LZG=0NNCIDK,@Z2,KR4,R6,C;'[?3SA+C>G,<7$1K\9_P!,Y(!PJB!Y2"06A8=;,G2*

M/QTZ^,&V4VCTCUEM7KO#>'L,:]X1F,TU-K\-1N/<56U5N##86[]0YT&3_IF.6/S))ZZ :H\B\H-LY1Y?MK&U MH WAKWR4X&65JRRL*,%(I'Y]#3]7="SKWOW7NO>_=>Z]*

[U[KWOW7NO>_=>Z M]H[U[KWOW7NO>_=>Z]H[U[KWOW7NO>_=>Z]H[U[KWOW7NO>_=>Z]H[U[KWOW-M7NO>_=>Z]H[U[KWOW7NO>_=>Z]H[U[KWOW7NO>_=>Z]

[U[KWOW7NO>_=>Z] M]H[U[KWOW7NO>_=>Z]H[U[KWOW7NO>_=>Z]H[U[KWOW7NO>_=>Z]H[U[KWOW7-MNO>_=>Z]H[U]H3^?-55-

*'_*>^6$U+/+3RO3|*TK21.49]:N^1745%60$K8F M*H*AXW'T9'(/!|'S'[(K^!G*(=016Y/YBSN"#^1 (^?44^]],GM=S058@TM-MQ^1NH 1^8)'7SOKA>^|+ UU1Z]*

[U[KWOW7NO>_=>Z]H[U[KWOW7NO>_=>Z]H[U[K MWOW7NO>_=>Z]H[U[KWOW7NO>_=>Z]H[U[KWOW7NO>_=>Z]H[U[KWOW7NO>_= M>Z]H[U[KWOW7NO>_=>Z]

[U[KWOW7NO>_=>Z]H[U[KWOW7NO>_=>Z]H[U[K MOW7NO>_=>Z]H[U[KWOW7NO>_=>Z]H[U[KWOW7NO>_=>Z]H[U[KWOW7NO>_=> MZ]H[U[KWOW7NO>_=>Z]

*[U[JM3^9)_YZ2_ER!:19C>#)O7N+=M;6OU9TSBJ M^.FS.Y9H"U/_][<-8(JG^ZVQ"L]%1D)8GDF=?BI(YD=4D[VS]KM\]R=S, M-F/ V6%AX]RPJJ YT(;>)*1D(" !0N5!!,=^X?*

N/LWM_MPFN_P!;=15/@VZF MC/3&ICG1&#Q8@DY"AB#3YU?RK^4W;_S[MW5WWV=FJ;+[UW\]G2!38RD_AVW M]MX#%0_;87;&VL7Y9_X?A,337"*TDLTTKR3SR2U$LLK]*

*(.4^5-FY*V.TY?V* M I8Q5-6.IW=C5G=L59CQP !15 4 # +F?F;=N;MYNM\WF8/>2T% **BKA40> M2J.&22:LQ+$D[AO_F6^)B==?&_L#Y9;BQX7)H%W3V *Y*F, ^F1,)22#@^|-*

/O0\WG9 M0P!\CX<.D]72&(RN.LLONY]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7_U_ CW]K W7O?NO=>]^Z]U[W M[WKW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?

&&GP?6G> M>V=WX'>^;VC8XK879U;A,W2YFHJE6C:!-G[WJFIM8JX/'15\X_RI899I] + MOO)T%U<1[GM06*_1PY7@CD&OE\+'U&*>-"2W6)'NY]V+:.^8MYL^??;U(=OYP*

MMJ],XDA^"VNVCD$A/;3P+AJ5UK2.1OI0(S-,+M/8ZZRWZ /Y4;'WKV=\;,I> MM.N5QYWMV-U7O;86WFRU<<9CH:S>6!K=N/4UE>L-1)20TE-DH)2Z1NXT>E2U

*MA[+!V@GNMLO[6VIX\L3(*F@#Y]Y\) OW'V?=N8>0><>7]B"?O>_VXMHM;: M%#3QM%5FH=(7>5;+8HUE($NXD=T MA'"OD@_"/*OQ-YT:(N]D_N\|^T=G#?*

RHE_SLZ4ENV7$>H9CM5:OA1@'27_ M +67)>Q5UD+U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?

NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?

NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=48_\"AIL_;6TOY:?:W7V3W9MC%[MI5W#U9BJK[4R66H:?$V>YVT;C%:

*M2O9VD<[/(JDHA>WEC4.U^#47(4$@D*T/4+>_FY6MK[=[J8274.W5U)"J(6 M=PD\9HQ$:O$9&BR= M*)E+PFIH*F*J@$]*R,\1EB&H @D?D>VIHEGAE@>NAU*FG&A%#TY%*

(T.L(+],E3H8%E_TZ&CH]>]^Z]-MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?

NO=>]^Z]U[W[KW7O?NO=>]^Z]U-M[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N MO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?

NO=>]^Z]U[W[KW54?\ --_FFI8? MRYNL!'&,?OCY%]XQ=4W5/5+53%(T+2TG]_=^.;2QUF'V)BJR-E55;]S%5$U M+2L@2]JJ26_;CVIW7W)W6IUP+_ MU+,Q]S.Q+,Q))/6*

*.\;ON6_[E=[ON]VTVX3-] M9F_D .'HH%4 !0 :T%GLVZ+,QJU?"GI%]S=5763%#RFO2;D7!\E>>-[_*RV8K22WM(E,_$^D&0_FY8_GT9_V%NA)-MU[W[KW7O?NO=>]^Z]U[W[KW7O?*

NO=?_5W^/?NO=>]^Z]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M?NO=>]^Z]U[W[KW7O?

NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?

NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N MO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?

*NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W M[KW1./DC_+|^\WR\W/@=Y_(I3#W[HD]DVQ@?!L8#)9;<6]L7_*

*5!G(5>5:AI MZ/;FYL-0'R5]=)(\K1-,]PK.51 HTY9]P^TMI9-;]J1-]:@6 MI+HQX "E:?*1/02YAY$Y3YKN8+OF##9TN;B)-"EGD6BU+4 1U'$DU!7YX'1=/ M^&2?Y6G_*

*'B)L[_T,>U/_L\]B3_7R]UO^FQF_P"<<'_6KH/_ .1W!9_],I#_ M ,Y)O^MO7O\ ADG^5[_WB)LL_P!#'M3_ .SSW[_7R]UO^FQF_P"<<'_6KKW^ MLW!9_P#3*0_\Y)O^MO7O^&2?Y6G_*

*'B)L[_T,>U/_L\]^_U\O=;_ *;&;_G'-M!_UJZI_K-^V?_3*0_P#.2;_K,UI_(9)_E,?]KB;_\0QI4_P#L\]^_UO= M;_IL90\G'!_UJZI_K-^V?\ TRD/_,2;_K,UI_ADG^5I_P!XB;_]#'M3_I/M?O?!*

*+W6_P"FQF_YQP?]:NO?ZS?MG_TRD\ SDF_ZV!3\5_)<_E@X7*8W.XW MXD;,AR.)KZ/)T$TFZ>S*N.*MH*B.J197I;S>]125*1SQ*3'+=&\;@692I(MR M^]ONG/%+#+SA.8W4]1X<*

P10Y$0(QY@@CRZO%[/^VT,D]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>] M^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW M7O?

NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>] MZ]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7 MO?

NO=$^<7\MWXN?/_:L.([PV<l/O+##4%31;-[:VC)!A>Q]HH+,7E2GI,NU-4 MTV:PB5,C2'&9."LH=;NZ1QRMY1('(GN9S7[>W;3;%>ULG8&2WDJT.E/.K4%6 MIC6A5Z*

DC'0'YT]O>6N>K41,S:4NT4B.=++'\@U"&6N=#AEK4@ YZU5>]? M^$P7ROVEEJJHZ"[>ZE[AVJ9C]E3[LFS/5^^8HI9[1QU&,DH=T,3]D](&'DG7*

*M,0/*5)2DGX498[#]Z:E&\A1>8=GO+*]IDQA9XN'DU8Y!4\X9IYM9]8O[W!V M[FBUE9MBW6UN[6N_^/&3CYBCH:#B?$%)??+HZO\)_R DG?*#XC?+[']?(_P"2 M=/UEC<'L+8^],?*

LG';;WA)NK<=1O;>&-3;HR$<%'B(L718BEVAELO%/-)5K4 M>6>)(X)$>22($>]'OCRKSAR=)RURRUTT]Q/&96>/PT$4;>)2I;46,BQD +2@-M)+ @

C'VDIG.9>5>;X^8>85MEA@AD$8236YDD&BM M HC:0$EJU(!!)&V5[@Q%ZRC[H[UKWOW7NO>_=>Z]H[UKWOW7NO>_=>Z_]D! end GRAPHIC 30 nsp-20241231_g3.jpg

begin 644 nsp-20241231_g3.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ #_[@ .0614O8F4 90 ! _]L 0P " 0$! M 0$" 0$! @(" @(" @(%P(" 0@(%! 0#! 8%\!8&0!08&!@<)" "0 4 0$ D

M"@H"@8("PP+"@P)"@H*_]L 0P$" @(" @(% P,%"@<&!PH*"@H*"@H*"@H* M"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*"@H*_ $0@# MB@7> P$B (1 0,1*

? $!\ $% 0$! 0$! ! @,$!08'" D M" _$ +40 (! P,"! ,%!00$!?0$" P $$042(3%!!A-180'EZ@X2%AH>(B8]2DY25EI>8F9JBHZ2EIJ>H MJ;]RL[2UMK>XN;K"P\)3%QL?(R;GZ.G(\?+S]/7V*

M]_CY^O_$!\! ,! 0$! 0$! ! @,$!08'" D*"___$ +41 (! M @0$ P0"!00$ $"=P ! @,1! 4A,08205$'87$3(C\"!1"D:&QP0DC,U+P M%6)RT0H6)#3A)?*

*$7&!D:)BH'#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6V MMBYNL1+#Q,7&Q(C)RM+3U-76U!C9VN+CY.7FY^CIZO+S]/7V]_CY^O_ , P# M 0 "$0,1 #!_ ?RBBB@ HHHH ****

*"BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@*

*HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M*"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ K\;_V3OV*

*M5M<_;K_:V^,7@GQ%^T!XL\-P>'-:O;FT?2[MI Q;_EC"\%6< * |TK]E*_%G] MD'|F;XY?M,?M@_&;0_@=^T|K7PQNM,UR^GO{[1;BYC:^C;4)5$3?9YXB0#SR M2/:O$S=XM+WBE;?*

=;'=Q MV.?Q_P"'"6'_!1GX??!?1/VBM7|:>&/&EQIRW^EZC/)M>VN[QK5A)TCJLR,I M=)%()P!P"RG[_P#VL^ @H/^S!^QE/9Z3\9OG&4XU>_A\^TT'2+0W-VT.2/-9

M00L;$@@%V7<0=N=!QXI^O2:'.S_:0^/W!0&L?$[Q/IEPMSI;ZE9O M$@=R@Q'-*\L\TD|)@%/8,LH5@#@X%?>$5[)>3M?_P""UOQ(U3X??#,PMXL\6Z6;.MK^Q-

,;WQ@MX+>.WCBEA/>58"""H'\+NW;-<\)XK+Z-E'EYY6BG[W*K>6_DK MGCX;$<0\&9:X1H^R^M8A1I4Y-U_8P<6V[1E>3=O=@I;[O<_0_P#95_;I_9M_M;+L+V;X(>-*

FN;W35#ZCHVH6K6UY;H3@.8V^^F<#>A902 2"<5P7Q#_X*\?L2 M?#'6O%OAGQ1XYU-=5\&:P^EZGID6C2&:>Z2:2)T@5A9 K1.2V0H &3\P'|_ M9^^ 7[3%M_P55I_V@/&>E?"_PG=S6?%/_@Kf\?[fXB^$-.UN'0]9\13V%[JEFD\4=Q)K C\ MW8X*E@AD4$CC>>^*V^O8V48022DY.-VGLE>]KZ>AZG^MO%=6CA= M%RG'23C&/.JB@Y7B^\6WJFM#[>\4?\%#?V6?_[.V@?M.^-?&JQI/ASQ1$7T-M"WO=.D%|>D$@K';@%VQC);[@!5BV&!/,?LX_\%9?V,_VG/'lO\+,_1XQU'3 M==OG*:98^(=,- M)M<9<2-PS(7('"%=&">*^57^"B/ASP?)_P %9?@%\)?&@>A^M>A6%K\/[+20M'M1-T0VZ1Z>]M?W"&(1@! A:,"DQC8I{@<C%75?[5OP[_X)OZ/-M!9O 'B[|HVUT/2/%L4\'@F87-S9O(\,L+*2;4]&\N1H]GFG +L%!YQK%8R= M2=I12@TG>ZOM=WOIY:,[Z.?\2XK'8CDJT(4\+.%.;]*4>=M1YYR?!#QLUS?:,@?4=%U&U:VO+="<"0QM]],X&] M"R@D D$@5^>+WGQXU | X+8?$74O 'P\\+>+/%FE$Y_L/2_&]\8+>"WCBMXX MI83_,]%@(*@?PN[=1FO4O@'\ OVF8/^"]MC^T%XSTGX7>$[R6TE@\9^&/"/ MC&&2XDCDL7 E:TSYFY[\B8\#)0/SDDYT\QQ53$:1]WFY;6>W?FVOY6V.'\|:.M\08S.,TZ-Z'UAT%4YW44[.HZM^7F3U<.7X>M]3Z/A9_\6OV*/A[XG\@^#O M&?O^N:#4O!%V1[|K-I4VZ:X64Q&&W '[]MP/W> 6) !-:WI*'_ 4?_9;_M;*UV^\)?"#Q3?)K5A;&YET?6=/-M/);A@IECY9'4%E! ;<,CC -?'/[!?@'P MCXS_."U/QSU7Q5X?M-0DT*XU\\TH7<"R"VN3JD$?G*'.'"22*#V#FKGA70= M'\ (_\'$M_IGAC38+"VN],DFGM[2(1HTDF@+)(VT<9:3+GU8D]32IX_&/DG*W M*Y\EK.^[UO@TJ:S*Z79Z0Z*\\@@"RS0J-[ON$H#/G:#\N MT$Y_4>OS$_9Q\#>"+G_@NW\3/"UUX.T[33++?1[MK;3I-/B,$3"&R(*QE=]D9 M)X':^[Y[=ET/:\/*V<8C#8V>.K*I:O4BM'=.+L]Y/W M=N6/V4K79XC^U7_P4-_99_8XO+? 0_C'XYD&M7< F@T#2+1K[\.1) D91A8E) M\P79=V#C.#A/V5^^M08S.

C+BO$OW\;4^4G'_-)L>@??[4_[0EX*/VE/C|%X3UV^A^+^OQS0Z!?S0O'}'+]4=+61E88/!! (]O7+50 M\7<>"/$/_8MZC_Z22UW4(45^!3R'(ZBM+'TWZPC_D?D-/BWBJB|T\?

*67I5FO_;CZ;T/_@KQ M^W#I+*U_X_TK4PIY%]XI*OWC8- M!?^"Y_PDU$I"\1_@CX@T@GAI-'OX;Y1[_O/(./S_&O:OA]_P4]_M8F^(_&'@;4UUKP3XKU+1fQ?NW>E7TEO*/H*

MT9!_6OHCX0?\%:OYPOA=Y5GK?BRS\?6,>|]F\2VGF2[>^)XRDA/N[/\ 2OA\ MS\'BDS M!?]^+O@G_P6M^ WC-XM+^,O@_4_!UTV Uf_3?V6?4E%$[_3RV |M7UC\,_B MM\-/BWH@\!4?#'QYI.O61GNGTN^28(3_"X4Y1OlE@^0_2>'<\R25L,0E!= M[7C\|*)Y^V_!G3O'VD7'BW3- M*BU+40#D% _&|[9V*K|PWK%S_9=U:?9[4LV5;FWVW.4;/L+*-Z@HV?E8T*

*>AT444 M %%% !117/_!%^+'PR^$6G:=]WQ1\?:1X?M]7TURT;29=7OXX!>ZC=2B*V-MM(=Y'F32.0]QKEFYP.#0!T%%%% !1110 4444 %%%% ! 1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 ?\$6_^NW!|WPKD^#OL;G M_!5[X>Z'1-UJEOJ>ISW'P!M;N]U*]F#R8WD3B>..^CC*M*MP|3F M9E(;?<,X#$;3|@44 ?*O[$7[&?|1?@;]HOXD_MT_MH^-/!=_\2?B!H>D^:/ M0_AS!=C1M'T?3_-=(XY;S$UQ+--*

*,TCLRJ%V]JC&:_^JP** "BBB@ HHHH *_- M+|NCX4?$3_@D1^U-]7_!77|DOPC>;I*_%LT2?M6_"W18LJX Q"^*K*$847, M&YFG P'4L|8#S2I^EM0:GIFFZUIMQH^L:?!=VEW |-U:W,0DCFC8%61U8$,I M!((//!Q0!C_"OXI?#WXW?#?0_B_\)_%MGKWAKQ+I<.HZ'K&GR;X;NVE0.DBG MKR#T."#D$ @BM^OS#^#=_J/_ 09_;4L_P!E;QAJ$Z_LD_'7Q)(WPCUN\E9H M?AOXIG8R2;%-(Q_=V-RQ9X&8X5LYZ7$!_3R@ HHH ***** "|^-'|3OPP^'<36F MMZD;W5MN8!'L6#2^Q<)(QMSCH#7R1\9?VMO6*^ J^M+E&ECI?6Z*Z3?OI>535O_M4*

*MU|)7X;3W"'_[(KZ'N&LQS2TTN2'\S_1;O\ +S/AN)?$#(N'+TI2]K67Y(/ M\3VC^+\CZD^+7|8_P?\ A:TNFP:F=^0+726*RD?[4WWR?\ =V@^E>0T5^B9;POE67I2<>>7 M>6OW+9?*

*GYGX1GWB+Q)GC<%4]C3?V876GG+XGYZI/L.FFFN)FN+B5I)'8L[NV M2Q/4DGJ:,117T>Q\&VVPHHHH ***** "BBB@ JAXN_P"1(\0_]BWJ/_D)+5^J M'B__)$?Q#_V+>H_^DDM:4?XL?5$5/X;]#Y"HHHK|A4> O%>HZ-J4!_N%;4]0+ M:,:@B^IVCRIL#L50GN]?>?|/?[8W|/?]3VGK-*_'L$M^(]QH5_B"_@|YMI3')$XY#*8K6xD2/45^<9 X M8E&ECI?6Z*Z3?OI>535O_M4*

M2^1_0C17Y9_L]_\ !8CXM_"|K?PI^T#:S>,M#4A!]BL]ZI;+Z[SA;D>SX,]<9&#C()'M-?A7$7!N><-3OB:=Z?2<=8OU?1^3MY7/ZNX-\2N%>-Z:6!]\M:VM=E-=[*]*

MI+SBW;K9Z';4445\]?:?!1110 4444 %%%% !1110 4444 %%%% !7X[_/!= M_P#8KT;_ ("_P#!7G|G/|EO4?%EWX?O=;_^#_C*Y\.^(;&9TDTK56K6,W-E=?`M(0Q5+B*;LHP2NX @X8?*

*L17P)^U;|-_B)K\ P=&<_LI_$02/ 6M77AS1OACXS MMI7%V55U0C6+-\nHJYIU4Q0.Y%5F!;MF@#R7PY^W!XI_;S_L_M +5&GC1?6Z*Z3?OI>535O_M4*

*{NUM|6B X>&Z1"^]?E+ARHV-&6TO MG[>_QB_98_X):_L+_LT?LE?#{0_$OQK^._PV\/Z-X!MO%4\]:3ID%KHUK-?Z MG>"$B22*WCDC8QH0S!B03LV-A?]*

!QM_P3X^/,_A3Q!_P42_8#|-WMYX^OOA MU]?P_P#C%X2T:P>XD\]7^%=2MGM/-\B(;|[FT:1)%P"O2-'/&&K?LT_#ZVL?B/\ #32--;^WC1.J^'[2QO9; M>TDVO+(/*

*@N!X[^OD)O(OWI.OQ/L2!GA MSXO:/XU^+GQ)\>+!+S0=/T:QTTNYTZ$WB(UQ>RM(0$0$*47DJ7>/VC_@G_M/B#X._X+_M3^2$#Q'X#UG3]"\1_!*S_X1W6[W2Y8K35/(T">.?[-,RA)_+*

*PV#:[[>=SE*6%O&7<@%C0>@%2220 /4\1_\P+_A M15WI%]_&NM_B129CXX=3SO)1S[Z6LA_TY[OH1?UIF<=)+0]84*

*0QZCH-M|(QMK;Q#WC&VG1=H>60R*V#A17" \$<=/_X*S?$KX5_'7PI^P]X\^%'P[\); M#^TEXQD/B3QYH-UJU[K^JR3QNUJD,3HEK;QIY(;8B1V>0A1\C"OH;1_%_B[*

*ME3_@XL^(_B7XC? 7XB7GACX_#_PIHO@GQGX=(SWVD17MK^ZF2\N8_0M@#I! M+\%ONKAF 5E)C_@WP^//"O"^&?[,WQ>TGXC^1-9/W5]^TUXSO[*VU02Y;22X MM99X3%*

<(LJJ7B< E7&5;'!-'$_#S_@O!XLT#_@CUXD_;N^/_P %]./Q1\'^ M.KSX>WG@CP]=O'9:OXJBNUMHD@>0NT4#"197RS%5CE"EB%S@_&O|MO\ X]? ML"_!V']M_P#:>^,'[/?Q-*

*\';9<6<_P 3?A+X TR:RU+0K">;.*232[VIJ3L M+ 9%++,@5E5\'^(?/NG_/!-O)^IJ7_ ((N_'OX2>&_@U?MXVT3JL:Q#Xf*

M+>#/%.GR6^)K:WNXB8%\X)NCGMY)Q&P.UV55##.X4_&OA?_ ()=_%'P!I?P MX_8D_P"#>;:O)JOOZUN[M+67PA\1?A9]VE:3X8D:512&V^7?L7?MV_MJ>$/^"GNH_P#! M,'M/XF_"*

*|XF//?#&7QCX6^(*PWTU)/GMVBNQ;RZ?]%H9I4CDQN==!!"A,E_M,(C _X^9_"01=_X^%/+#KP/_P %&?@\U\3_$/[^C?!&VTWPGX?^$FGZU<<'*

MI3Q7%,L;+J,&EM!]91;J4A#ELKY0&X"?&~^P?\&?"/A' ,@NKX_^+?[?_!-C MQ7\$/@CJ7P/UO0/""^KZSX>YM=U",87,E_>1MF;V#J5CA%X4EE2 ,!AE4 ' M<_LZ_P#!17_@JQ_P48\,^.?*

*C[^QO^T+^SSX:O_#'B#6+3P]^S9XET&>[\074 M-C*Z1QZG?8=K1QK$-RY9?F*Y_!=G5/V[/BC\?V(/'^OZ3X5^&>_ML:O^TMX%34? NMV?]K3Z'XTD6],$S7=K<^5<6$6)0T*XDD#*

(?,0AEKR_]HFP M_81_'L?%MQ_,%/?^"0/Q,\%P?M56&KZDEEJ_P"S_P##S6@OBB[$K_8M1TS4 M++,%XSJ8@0=^\#'1A5[?\,:;^#?_)03P_P18_8O\ &?I4_P //"Q"^(_ MP77_:+\>.?B?

*IFBVCZQKL,AV=QJC1B14)>XN(K:>RBD))(<,7;Y6>@#]=_A5 M8_$O3/AKH6G?&7O!I.K>+(-+A3Q%]>A;>]I975X$ ED@AD=VBC+9*HSL0#@D MUOUROP_^+NA?'OX0^'?C-*

*X8T#7-+T_Q+I<5]:;=XETF2QO[9'&0D|O)\T4@Z M%3TKJ["BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH *

**** "BBB@ HHHH **** "MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@

*(BOXB\$X=7ECH/TO+_TE,_1:BOR^)'_<,_M+Z_'+:_#'X0>$? M#D<@(2>^;?4)XO=6W11Y^L9'M7S\!9_^"@_[9WQ^AFL?B9^T)X@N+&XR)M+T MZX%C:.OlUH;81HX_W@:XJW$."@O<3D_N7X_Y'R>9^-7"V$36$A.M+I98PX*N#7Y M^T5X>*SW&8A)!?'\>;I\+_BMXOOM6N]?F>_TS4]6O7GF>[":YEC:20ECO1=PR<_HW4O7 MV//7Y Z'K>]^&M:M/$6A7SVU[87,=Q9W,9^,*5&#*P!P0#7ZE_L_?&+2?CM* M=+^(FF^6DUQ%Y6I6]-G[-=)@2O]20,,_N>2C*>]?Q%](G@AX/,(<286/N56H MU;=)I>[+_M!*S?\ -%7UD?L7@5QI+_L1/(\?.\2E>5-MZR@W]O-QD[^DNT3L MZ***_F(_H0****"BBB@ HHHH ****"BBB@ HHHH *^]V5_AM_PAGE>;(M M1M]M_K069MPYC@'^K7\02Q_WAZ5X,\!/AA)\3_'<-E=0DZ;98GU)^Q0'B/ZL M>/IN/:OL%$2-!'&H55&%4# K^SOHI^`DJV*]\78R'NPO3H7ZR>E2:_PKW$] MFY36\3RLQKV2I+YBT445_UE6.8E2P9@%9MS%B6)-?2/P2^"' MPE_9O^%.A_[X%> =:\,>$_#ED+71=#TN'9#;1Y+'&22S,S,[.Q+.S.S$LQ) MZ]B@#R_P7^R7\,_!G[57C3]L? ^TM8U3QGXTV\Z;H+S=O=1R0:-15F7=;*P18 MU:&*2:1[B4,SEY2#D!54>,_';_@B_P#LC?M_&#Q-\4/%7B3XAZ9I'C[4K'4 M/B;!-_#OC.6S\,^-+tNT"":*4;)>5)=B(H@_E(S)?+4N&.2? K:B@!D$$%K EK: MPI"%&@6..-0%50, #H .U/HHH **** "BBB@ HHHH **** M*** "BBB@ HHHH **** "BBB@ K\]?\ @X_ .*=3?$#P3# ^WE*-#+ZSX;M M4L 'UM;1Y;ZTX'$-[@=6@)V.>3Y3*20L-?]M5;6M&TCQ'H]WX>U_3(+VPQ[.M2WO,.ZB$D4\;+]5>-U/#*RD@@\$$BO7R+,.1D69T\92^SNN\?NOG^#L^AY>';&XE^'WBIY; M_P $:B^6$<>X&6Q=CUD@+!>22T;1N>6('R?7]38#'8;,L'#%8=WA-77^3\UL MUT9_-N-P>(R_%SP]=6E%V?\ 79[KR"BBBNLY0HHHH ***** "BBB@!]M;7%Y< M1V=G;O++*X2**-"S.Q. HY))XQ7N'@SP=;_ T$Z,#$^H7.U\6N8F#?,.1 M K#@HAZE>'?)RRK&1A?!SP+_,(]81^,M9MU^W749_LB%^3;Q'@W]'9F&1'G MD#+@#,3UUU?S/XQ\>_6;DL@5P_OWNS1? %4B0[7;Y;>]Z0O[!\^6?4LA)PE?/5*K,C\'T8@@Y! M\Y!KQ^(,DP/$F2U\QBO3JQ<7W7:2\XNTEYI'L4?L,_'I?CW\'+75=4NP^NZ3ML M=4D;GE4?).1Z2*-V<.;@X M'W:!7K_ #B'(\=PUG=?+,8K5*4G%]FMU)>4E:2\FC_0W)?951S#"N].K M%27EW3\T[I]FF%%%>,>F%%%% !1110 4444 %%%% !3[:VN+VYCL[2!I997 M"11HN6=B< =R33*I^_ - LWIF/IDKIH?)X% :PN=8\)Q^/]2;_(07QKK6 MD-%X;DOTD\O]+]#'RXKEAN9%"@#'+,I:/=]KX?<$9GX@\3Et,GP:MS.\Y6TI MTU\4WZ+1+K)[/4RKUHT*;DS[2^!GPPB^%O@>'2IT0ZA]=E2*RNH=&!\&00>M+7^M.19)EW#>34,KP$.6C1BHQ7DNK[MO63ZMMO<^ M;G.523D[V%%%%>L2%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% 'CW[=/[&?PT_;N_9UUGX"?$B)86NE^T M;#K*Q!Y=)U!%/DW*>N"2K+D;T=UR-V1 ,_E^T5^S\\4?V6?C+KOP)^,?A]M.U M[0+PPW,?)CG0\QSQ,0-\4B%75NZL.AR!_6=?Q?\ |\%CO^^6.B?\ !0;X1+XN M^'UK:V?Q2*6CGPY?281=4@Y9M.G<1%8DM4<1R$\A7+M$NM-U72[R2UU'3[IX$QS6T\;%7C=&Y5E8$$'H15&OZ%34E=;'X4TX MNS'BBBF(**** "NS^$/PB\4*25 ?D_DC9ROVRJ:JL (;'1G*D;5X MW*SIG#\$>#M3\<^((M#TYEC7!DNJ[0?Nl;$8W2-I#(`:5F*JN68_^VQ6VFZ9 M8V^B;':F"QLX_+MHV.6(SDNY_B=CEF/3)P %"J/ROQ1X[CPIEGU7"R_VJQO= M_N1VOV6CR,XS)9?AI^.6WEY_+IW?S'W-Q+=SM<3%=S'D*@4#T P M% ' X &!3***_CB4I3DY2=VS\[;W^ OQCM-3U2I*:%JV++75).U(V/R3X[8 MVPV<$[2X'WJ_2)65U# (P((R"#OOX&K[!?\@G(\?\4?A3 _*!U>]WZUX5 MC2 ;Y^-S'E"0+&2 M=^)'B>#PQH$.9)3NFF8?)\&/O.WU(U^)KLR M_+\;FN.IX/!TW4JU)*,8Q5W*3=DD*4E%7>QN? OX17GQ7\5K;7"/'I5F1)]5 MPO'R]HU/]YOT&3VP?HCX[?LS_ 7]IOX+ZE^SQ\>?A9I'B;P9]MF+.[T'4K?= M$%481HR,-%(G!21"KHP#*P(!KH/ /@70OAUX9M_#'A^#;%$.RRL/GFD/WG8] MR?T& . *V; U&\&?"O"^&7#GLZMI8RM:5;.[]*<7_+"[U^U)N6S27SV*Q#Q% M3R6Q^85M=?MR?\$#I6L+^R\5_M#_ +'UL?\ 1;R#_3/&? PLM1_!(O!U/38UZ M,.-$B_\ +-8PLOZ!_LX?M-? /!KSX2:9\=/V;_BGI/C#PKJR9M-6TBXWJK@ MM%*AP\,JY :*15=#PR@UW1 (P1D'J*^!/VC?^^07C(X-?%O4_P!M7_@CA\3[M#X,_$^^? [1XK^M[S>"?'F"28{VN=8H)Q>QTWVMO%*NU8WR-TDB@<,$_J_5?!0GI:G(!7H)CV$/[3O]3G@3P M#++]@<+:9;>+-?%-K8RW:@X+OQRNK.H/!8 @=R* /3]*Y33_QC\9#]6^3_M Z7\ M9/"MSX"BTN74I?&T'B&V?2$LHPS27)O_DB) K%[*VU0IR1@U9G^++WPFMOA5 M P +VN?BAX=C\#_V$NM_\)D^MP#2OI,,(F%]K+^3]G,1$@FW;-AW9QS0!T5 M%?$W_!1? _@L7\!?V-O&_[//A7PE\7_A==V/QC\V95-K(S*1W;-Y .3E\8K+U_P#X*9/X._X+(3?!#QE^T1X-TO\ 9\'[(S'Q M(BUO4+ZQAT]K^;Q#'9Q7PU)B T$EM(H0"3RVWJP!)!H ^[.*X'X 7M4?LT_M M6^&[GQ?^S-\?'"C[3,*80WUYX2\0\?MK(02$E\EX_5=D*V"1STKGOC'_P M4## 85_9Y^(,'PG^,_!WB;V%-!\2 -&RNU5QE&>*656C5I_*S !N MQ- -K]%4+WQ5X8TWPS)XUU'Q'80:-#9&\EU:.\1,9+8)O,QE)V"/;\V\G&.< MXKR+X4_\%)O^"> _QT^(_"+X, MN?'KQ3XGED*6VA:#X\L+JZNF)(A2.4F< M@ D^7NP!S0![917G'I0WI8/[*? J)6FV6K?M/?M&^"O $&INR:8?%OB2VL6O& M7&X0K*ZM+MR,]0< Y.*YKXS?M[?LU_#0]C/Q5^VKX\ CGX"U_PCHGA^\N]) MUV#QE:?V7]=[*$WD62WBNT?FRS;(54$N7D"A2Q (! [917$A_P2I ;S_ P#! M0 \ 8P\'?Q?"@R_P#%M_HL$_CG0/!VKQW"^'!^4_ V.;(2R26[A<824AR! MFOH^@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M*BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "

MN|N0{I=0N!.[JGFN5C@BBB0 M!FO&_VR/B5\9/VX/^#3*3]HQI'XT>+-1\:_#[Q*-'U"YT[79+:S\4>5X]M M=/CDU2W3"7!2'RW0R9(FC$WWR37ZC?\ !$?]CCXU?L)?*

L'V'[/WQ^L=.M_$5 MOXQU[4I(1+U!;F'R+O4)9X3O R4=*^7=(_X(R_M9:]_P;P^/O\ @F1K MT_AS2_B5KWBB]UC2/,U;S;%P/$<6JPQO,B':9(H=F<85G&> 30!7_P""FOPL M_:3^!WQ?_8@_86_9;_;K^,V@6_Q \7^+M)\3^,=9^(%Y]6KWEA-:023//-*^ M+F6WAFN/LC2AOL[B)DP4!KM_VO?V7[_]A;]F+X??!/Q+_P %E/"PX^#8!=7 M] _$_XB?$GXDO)X[UBU>!#:Z-H]^(*

8U\Q'9UB575"67=AU?I?,"P\S% P4 M-_:R^/W!&/[3W!02P5\(>#-;^#GC#Q1=_$K1=%\7+>P06UU91VUI+/,C.I?9 MN9.Y3.,FK \P58 8=_:G^>) [9'P _;[9G^%'@ XLR !H:Q;:I

(/'&MHIT M&H+?1*BWMI<2QR0Q7,9 .Z1>#'"RY*XH ^_ V8/VO?@3\+/^"MW[/'PW_P"" M;/[?GQQ^*?PQ^*D^OZ/\2M"'^&I:UJ6B^=!IYN+6XTZZU6"/,XD^:0P,^ B MD*Y4_6'_

1S_P"4A/[?W_9=M._]+]5S'Q$_9,_X*R_M:?\ !0G]FC]N?XY? M"GX=>;|O"GP@\57Z?]*LT+QF=4O\ 3K* M/(NM1N+\P0PW$N4A"V*85(R0Y9 MF%>]_P#!. \ 8X^-7[-

Of6WI5_QB^)UCIT6B,%[XHVFN^#7L!0$TDEG':&)C M*@'[HMQ^Z<\4 ?7%%%% !7Y_?LK(/VC?^"__.TA^T)'B?2O@K\+/#OPMT6Z MSF.2ZO)&UB_"=@\4FV)^_P V.E?

6_P"V%^U3*_Y)?V:/&/[4?QFU9+70?!^ MC2WLT9E"27DP&(+2+/6::4I$@[O(M>&_\$2_V:/B5\ ?V*(_'W!0&G-;?%'X MS^*]2^)/Q+AECV/;ZIJT@F6V*GE##;BWB*'[KHX&*/KRBBB@

HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH ****

"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH ****

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HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BOS] X+D?MQ_M^_"[X,_$SX,_L&_L]: M[IS^&OAG>>(_'/QZUJ866D^']/6WFD>WTMP2]W]C)&0NP#[.9(W/?>GN7[//?

MQT^*WA+_ ((J>]_VF+6WU#QOXXTS]ES3/$\<6J7,MU=;_JL?AR.Z"S2$F2:6 M>=<,Q)=FD)SDYH ^HZ*_$"XNOVDM-_X(UP_\%NK?_@M!\59?BJ= C\4/HLWB MJU/@A[IPB\;.?

V)Y7DAP2;; ._S1NP%^4?57I9GQI^-/3'BW]A?]G;Q;XP\ M6?"CP]-T3'[&L2%;_A#M=GT?4XSKB\ }]4.A+>1E9K=9;F5XW",LCB]#DD$ M_16BOS0_97_ &]_%G[&G[+?

[62_%#X@>)/BAI/P ^-5_P"# A+?>(M3?4-8 M\03SP69L=!DNCF2\N$O;M;?S&W2!7&[B/C[%_P""?'P(^+'[/?[*OAWPA^T% M\1=1\5_$75#/KOQ"UO4-1DN

^LWTC7%S#!N8B.VA=_(AC3;@CA3"@DT >U44 M44 %%%% !1110!\R_'#_ ()=?"3]H[L'0OVI_VCOB=XR\7Z-X0:UNO!OPBU M'5<>%=-U2 'J;Y:C_2;G)R#(2@YRK=OIJBB@ HHHH

**** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@

HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH ****

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/MK/OC?:E:/>C3XUCEGV:C-MH|A?O$D5(&/-M)"><0H-VO^"@^GG]B_|-X*@?"'O\ ;>TY?:LV@>+9TTWQ,:O'"R*+6X=^W-1+$

*MZ@]6MV/:C%X_%4G)3L^224FE]E]=]UU/+EQAG^7RKPQ7LYK"UZ<*LXQ:3I54 MO>2YGRR@VN97:^Z[^R?'/[:OP%^'Wf1VA?LI:WK=_+XU\0PPRV&G6.F23(J2*

*M&3!DD4;8|+$[G/10&//%>LU^06]W,+> M&ZNWD2+_ (F,X^4,2%XXXKWNZ_X+0?L#6O@6X\=_\+*U"1(=0^QQ:6FBRB]N M) H9BD3 ?(1EV*KDXSGBOG;_@BI_P GN?M!?]?*

*DW IRG[I_p:R?#KP5K"?% M/QYK/&RU&+4MKK3{&TN[|V61|>'UN&D1"P.T.0F['78N>Ee>/@L1B8T]-*FU[M[GJ|:6?]C\SX6SG.Z&7Y;EV!E!//$3Q=Y3BY<_&?-M_@K]^P_\#?*

*BA"/V_OVIO#'PYL$M5TM=>BT2PM8PJ1M#JLB6Z*HX-7A0,<-M#BM?_@WK()?#?Q%\/_B3XJUO2;'4/%+ZY!:,7L]!$LTZV+PEE&7R0LDGG;O[Q M09SM&-Z6/Q5=4J<;*4G*

[M#]O97Z^]!& XPXBS:& P=+V<!:5=3!FXN4;4'; MW8TUMY' !.3XLP_%7_@L#|8|>\+>/9M:\,W_AG5+S1GCO?DMGB;4-M.*.BDX?Y6(Z C)''(K[4_9X_;1^_P"U%XM\5>"?A%KE]=W_*

(-N$@UV.!PD:WM5!.=7DUO6+0V\VBO%]DC!M8K?((7?G;$#R> MI->^445O3I4Z2?(K7=WZL]7!9=@LNC46&@H]_P!QX%^QO_P3

ME_9^_;CL[2^^(MM>Z5XATV$PZ=XGT5T2Y2+!);R9 ZE9H|Q)"L,J2VUEW-GPW MX8_|$&/@;H7CFS\8?&OXS^*/\&GNIMM(OT6W@D53E8YCN=WC_V59,]^,@_= M]%

*<|3+\%6[^7G!:_UOW^9XV.X-X7S+'_ %W$X6.JFC;UUMMS)/EE_P!O)GBG M;'!$7@/]MGX0Z3\&_%/B>_\/:=H^N0ZE:R.+!%D&*WF@6+,ZE0FV8!|QM%<-MU^UK_P $V/AS^US*_*

OP!\6?$/6[*M? EL(;&ZTZ*%I+D>1%#F3>I XB!X[MDU|(45I4PF']W-&_-9/SML=F,X=R7,'6>(Hj7ME&,]_>4'>*T?1]K'A?[:/ Mf 'P,:,AT/3(_'=[J.C:]H+LVA>)=*%D5;FV#$%HV#

*B2,LJM@X(|RK+EL^1W,9.4!<*K M?-MS@CZ[HJ9X+"U*WM91|[_+;R,<3PKP_C,R6/K8>,JMT|ZZN/PMQORR:Z-I MM==#P3Q7^P%X#6}MOZ}^W)=^.=7BUO1+-*

;>#18XXOLL@%O+!EB5WYQ,3P>H% M)^TU^P%X# ;>^/?@#X^^)?'.KZ;?_#Z[M|BPL;&.(PW1BNDN0)"ZE@"R_'|'-M!KWRBJ>$P[C+CHW=^OQ<>9(1U8_YS7?3454.*

M/11U958JTGN;8;)8U6829=20VZ4C@_PBQ(W_.#??X%Z MG=1-XG_:-^(-_C O$TML&(} SQL%^N#7W]17/4RW U:CG.%V!]SQ\;P-PIF M.+GB<3A8RG-WDVY:OS5[?@>(>)/^"?'[-VO?

*LCM^QA9^\+C3O"2QIUO-.7'^ MF172R>8+OS6!W3%|DE@5O7&WVX1Y5I'_1"\%?OP^X8?%+|J_XC^)!LH' M7POHDNH>38:.*V<3L;EG1G7)QC:OS-E3GCI[DHJZF*

*P=5IR@M%;Y=CHQG'"#6 M/G"52#1?+'D5KIZT6[\-@CPSK6A%(YM.4]H,2]5*M$0B90@?<&TJ>.:N^"O_!'WP+X,^,6 MD?&_X]?M >,?BKJ_AQHVV/O>*:@M!:F-MT18.\CN(VPRKN5*

1DJ>E?8=%5/! M86I5]I";_RVTV9OBN%>'L;F"QM?#QE47+KK9N/PN44^63CT?\ M@D7\"OVBOVC/$?]1WCWQWXEBU'7[*WBBM=,GC@_LV>"W@ABN8) I82+Y"M\V*

*M5RQ&,8KZOHK2MAZ.(BHU(W2U:[-,GRS.]$;..I*I&,N9)[T>_)B3XHT]^C?7B>0%,5p-J2MEG:61!PA9@JG MD+D*5\?_ .'XW|6'L 'BSX*ZG^RW;ZQ/QOQ-T6Q-8S0:;#ILZ?V5(%W-*

^KQ MA'#02L@6-F),P/137Z,UR5_|-?@1JGC[_A:VI_!3PE<^*=Z/_P))/X;M7U# M_SW]3YO-.$;?\ ]_5RK^%" MC&LWSN493;4E9M>]=SVLY-VMTTMY5_P2_P#V;

[G]F#]C+PKX(US2VM-=U2)M M:\10R)M=+NYPWEN.S1Q"&((CUB-?05%%=M&E&A2C3CLE8^HRS+Z&59?2P=#X M<5%>B5KOS>[\SY]_9+_X)Z^ /V1_B[XW^+_A/QYK&JW?*

*CB5WO;348XECMRUP M_R%%|/+D<\A4_[*G|_?@/\ 8/TGQ+I/@;QS]^MIXFO+>XN7U:.)3*8ED4!? M+4<'S#G/H*|HK.&$P]-Q<8VY;V\K[_><6%XK_"X4>)!9(U3PZYCIH=ZR/*

M#!$SVTC2!\;Y>(_C]K'QV^%'[1'CGX>R^)+ MJ6XU^P\+W8B,K3/OG6*92K1(?;482*&/ P H^S.*3P&#=-0Y%9.Z]29\'<, MSP<<*\-%4XRH.DL,<;&W9Y#(1O=V:WW$DX)D;@#

'"^)O^"-'A30_B#]_CG[E MW]]/Q_\ "6'7Y=^JZ/X7OG6W8;B=B>7)$RQ@LQ5&+A23MP, ?:5%#P&#<%'D MT3NNEK[V%/@[AF>%CA_JR4(RE-G*+C*7Q.+BTU?*

JDTMM#Q+|BH|@WX,_L2> M&=5TWP%>:EK&L>(9UF\0^(|_%<6D6U!+]WJG@G|&GI_?@/-MlB_Q:XZ\?>#0'.KZO+XIO(+B^BU..)5MC%)<.!'L4$@FX8+/V5O$.M2W_Q

*,VGS:=HT6G3J;*7?%,MR9VC\K;Y)8$*S,?,*8'S M%?O2N2\1? 'X$>+_ !G'\1_%GP4\):IXAA"""7M1\-VL|ZFS[F)WC+C;VP>. MU9U\(_JCH4+13NM==>_S.3->'9RXU:*;/)$LH5;>-L\C$"1*

*ML5/W6D<8SFOJ>BBNBA1CAZ,:<=DK'LY1EF'R,*Z.!H_#3BHKSLM6_-O5^;'B MBBMCT@HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@*

*HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@*

*HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH*

*** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH*

*** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH*

*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH*

*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH*

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*** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH*

*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"

*X@';Q:&{A M)(#H2 2,@CIVK\$O"?B+Q'XT_P"#<{]EN3Q7?SZK9;/^U_HVC^$]4U%=TL^C M0:[?1P+N89**%,0'0+$]CA0*_5W]L[X[_P#¦6?X3_%N#PG^PO_P3X\$?$GP2 M-$@E?7]L^)MMHTT=ZSR"2W%N_.U5$9#]#O(]4 ?,'_!<_P#X*DZ5\+_VK/@O M^P+\-O\ @H-:?!"+7-=U"Y^,/C32[..?4O#.GQ6$%U\69D98A=F5@&7+95, MG;N5OK/Q5^W_/L2?\$Z_P!GGX>;=^V#^WMIMU/]?A[UDTGQ3XIG$FJ^*(BB MG^T/LMK&TC*^02ZQA 2!D&OF+]L^Z^(GC',@J=_P3*\1_'WX8Z7X;\9ZK_PL M&7Q=XLS);K,HQ.J-D!^AQD5J_|:,KPSX5^)G_];#]N+XM? M%K2K6^^(*@K7_#/A[P@VH1*TVA>'T^:1HEM W.,<^Q7#;&.9]0US1{X2)9>4GF2).6WY5',8Y%5P MI!Q@C/#'"_\ X*N_\$Z?C7\;/#OI.7PF ;'V*>((&WBO1QJGA_0-+GEEEN[8 MP--,(D[VDK.> 7\]W.2Q)Z[_ ((/? K1?@S_ ,$*.MOAO\;_V9_P!FOPGXG^+=UX4U;6]);4X[>SN=8U:6ZNXTCEOW7?="IB"6^\MA8 ME"].* /TJ\0Z_HWA/0+[Q3XCU&.TT_3+.6ZO[N8)##&A=W;V"@D_2OEJQ%_MP7' .'?2A36[$T#7_V\? D%QX@LK>[T]Q>2O"D,X5"]Q,D9CM ZD,//;/*D M-]T@U\[X6^/W_!6OXG?#CXI^'?VX?V O!?PQ\'Y))-?GM_$?A_XG6<3J3R7RV MI$=N8(^0K(TK%^:@%$5 _!%'=]#MIX4^(/@_R_O M?B7>6\134[B2:X2[>ZD(^8PI#$&8YC6!0,.;=^S_H'AWQ9\ M:/C5X>\-Z3XMU%+'PYJNIZ@J6M_.\#W"]DOW-IACDDWDA=]DYQ7#?"C_ (*A M?\$^_C;\"?$W[3?PV_:O\)7G@#P;>FS\4>*[J\:SM-.GPI$,?C-K&I M>,?#MEI,-KIN]ZS8Z;,+I$55#&]QS;V9H@C@[U_3! Q0!]._LJ?\%9?^"%?%?B.WB>7^PH)9;:]FC09=X8KE(WG51RS1A@HY.!7Y_?M M6_\ !3"P_:T_X+'1_1-_#3_@K//\$OAUX8*P64%SX)LK>2|\1>-Y=5^QOI+ MS7$3$,@*KY8^7*'N^Y?7?^#C[PIX,\ ?!_X"?M&?#_1;+3?BKX/_ &A_"MA\ M-=5T^!8[U_/ED$NFHR@,]O)&A9H>5/E#(QG.Q)\M'TD_\;GQ84Z?;3+7 RKH MTR@P+Q)_;*:/\O>_6@"G1=_ ^"T> I_I#_ /L;K]H3IV*,X*?&'QTJWQA\0 M.)\.6U?P\;2WT+CD@\)Q' X-S);1QSR&0LID!.2,5I,_\$^_VN_AI^VU^MRCX2^./PX^)^E^+)))M(M+7Q/J.DKMBBUA;6%[R KM 5EDDY4# R_*_)GPM;6 M\Q_P0F_X^6-/ CF/I[XB/&74':WFZ6,CT."><?>OU_|\V(:I.TL_V-?A.EE;Q MQ*WPUT)V$2!06.GP9/"?WH7]J?]M'IE/IB/P1!\1?VL/CQX=\"Z3=SM#83: MY>[)+V51EHX(5!EG8 @E8U8@')P*YW]D+_@I5^PE^WK<:G8?LB_M->&_&U[H M\(FU/3+"62&\MX2P43-;SI'+Y>XA?,"[&?AE>ZUH[:QX\&BZ'X-)SW7D/;RM?)8?M#S?NP8X?.V ML@WX*"O$OA->_M:M_P '+7PM\0_M? #O<3+3WB'|G6VDFGK M<2>3 :,5Q%%%YTPDB<*47:%B7DD84^X?B[_P6@_X):? BQ:]^*Ol;'@W2RFO MWVBR6@GFGN4O:,3RKJ,P0QO*!')\C.5V;@1N)!KVSX>_M$_ ?XK_6M_P!H MWX<_&#PYK'@*ZTV74(O&%G]\3:<+6+=YLKSEMD:Q['#]B-A1@VT]0/SW_P"# M=?X%"?"2[T_|:W^+NI_#[2;SQ'KO[7/C?1=1U:\LQY9I=-@D@>.S+,"?)#W, MJE.A,ISGBOAKQ-/\/O^"$/[2GP>\-7,VB^ 8?\ @H#J7A374L)##%I/A@ZG MQDA4K_JH=XC0@8!$A!X8@@'VM_P5=_X+X?LGZA_P3G:,VK?\$WO^/#,WQ=_M\)6VD3:.VC%6NC0ZY866|PILMW#Y5VOD2RAC$)JL6X&&KI,_"IW<7_AG3KZ[ME+RS6,,DKD?>8H"3^=?FS_P3:!0-JR6\LL;(O!4EB/E!'Z1>#/\ D3|)_P"P9|_Z+6@#PS|K M'_@]I_P3K:8,\9VOPY_:I_:Q\,>O%W;+<4Z'W[/O\ P44^/G[87_|*_MW7?@<1>;;X@?NDVWQ9^&'BOQ&MOXC\.7]G9B!+&*\CD\N!712_E73+M##*/*. MWS#)Z_M/?&W]G7XD?|&\/[97P]^#0[']%|\ O%OA'XD6:?%OX7W.LM]$%AX@N M-=TIYIK6;=Y9@D8B"I$D4:^40D83;S@'ZV?%3]NO]D/IF&"P\\ [1O[3WA? MP]["_"&_\)"T^NWHM?M6G1O'"IXN>,--BA 2S-([]"2!7#^#/\ @\L___,$L MO'_P4\1?M$>%_P!MP[/+X0*7<-KX@U*YO9+.2TFFW>3&;>9$G9I?+D\L+&3 M)Y;[<[&Q\[F_M__"'X<_&'_@X!_8]T_XF>$K'6[31/V>=?UBRL=2MEFA%Y#N$ M,I1@59HV?S%)'RNB,,%01H:7^SY\%=>_X.M]:\]ZO\,]&N+K3OV3+;Q-:M)I M\9":S_;:6 O\8P9UM6;$?2>"L<&@#[''^&?[<_P"RM^VO^S'XU^+?[(7[5^@7MVE:5H[_!>>++],C:1O#EPML[K*?!6@?3RZ|KFEWA9=,6&+SI1<1D"2!EC^)3\,-$NM?T;X627#:#:WLGAO5GD^SAXV)&D.X>>[*I:?S3@#_H_2[X3?\M%4/^">GQV^.6C_LU_!W]J_PMXC\<;_H2:SI'A_2II)9+FS>U^UJX<)Y88V_[M[RRP<(0Q7!KW7Q!X@T'PGH5[X\4ZW9Z9IFVLEUJ.HZA621R% M1%4%BS$ $DU\-_\&[_[-?P+^&G_2>^'[COPI*M M_$.J^$6U;4/$2Z1# MIOGN;N21H7:XV^8+? MC+X5T3XC?MO.T0BT&6\+W&\OC8ADC@!.<$'\ZXH)O\ @W_P6F_X)6_M_&*M#X!?"#]N#P1K/BR\NOLNG:8EY)"M_/G BMIYD2&Y=CPJO.Q;^$&N^_;/_P"" M@?!%_P"R'IUSH/I2_P"T7X<\&WUIX8;Q@#+9ZQ<,LITT7*6OGHJJ3)F>1(@BY M=F8 *:^;/:"^?I//I-&C?\$4OB9I%QX!T#0=-^&_A6"^^:,FG645K_8&HPI3P MK9?8F0 V]-(4A=0---_1\4G4VW&OGJ'VD_M?\%K_V+O$&[4O@ZS\0:O%^Q>GB M,5=/(UVQ2>)M9.X\)=\9V{"L6?DMQ(ZY[M%K_V+O$&[4O@ZS\0:O%^Q>GB M,5=/(UVQ2>)M9.X\)=\9V{"JK,DMQ(ZY[M%00 ??OC?_(*I_P#!/#X;_LV> M&_VO/"7[67A33/AWXP,@*^(;]XD'\KM&()(MO $\^5D96#JL9*8.X"KW|// M_!2_]@K]K#7=#\+?LY?M3>%/%^]>{].N[[2=,TB]9KF2&V*"X+Q,H>%D\Q"4 MD"OAU,,,"?D/P[\//AQKW_!S._@7XB>"=(M]-^'[+5O]/P6T!K"**SL99]7 MVWM_:0@!%N-SRQET&[:#_=!%7QU\-?@AX_X.G_AYXG^'NCZ7IOH/Q+^S=K. MH>-X\/C2.W.]W.107'QS:ZBL^QN)E+6,"2/=R<AOA*1526 M4<%S>R6_F!E42$$;@%4!U'QI8S7D7_!HW^TWI<\VDI=._:"EM[>+PZ6&G0(M/%&B-LLPQRMON9CG&#SM89YSO!^S&C_\!9'_()=>/(VA5_96T:]MWP+<>.I M-4_LV+2(I1;RI;W=L%JEUM^S/_7^01K(6+_*6XK5\:^+1LO^"E7@_PC_PV MO9:393?"Z_NI?@(^A(^M,MR1_;8N\]XUB'IHQ@8.,U\>?\ ]Q;^S9\#?@I_ MP;]^)?#WPP^&.C:+#\,SX5E\#R:=#\<4FD3#6-/M6FA=0"DC12RJS@[FWL22 M37:?%>5]C_@Y?^"<\IRTGI*FMLW'4G4VS0!ZG_P_W_X(V] 20GX?]<@9- M\;KUVU_X*"_L3W7[,$?]:7_#37A*X5S/+'!XYO-46"PFDCG>!HT>3:7D\V- MXPB@&LO5*0H-?$O[7_(FNO^"JO[3VL?|!*S]AZVLO#OPW*3+%^"U)\9?#NGP MQO;PDG/A739U?!NYPK+.XR(T#IV=LD;=+_P5 L/V+?V5]"_9;_9"\#_L'S_% MCQG:>+Y'_9U^#FD^)?{TJ.ZTVV5IKV^EE9H#'!;,+SQS,6D=^\CT ?0_[+ M/_!7O_@FK^VK\1/^%1_LQ_M:>%O%'B=H9)8-!0SVEU:U MXE9Y]J-LTC9#20,ABV*$4,23N)R/F7]NCQ)^WQXC_P""E/!#'Q$,;0^ ?P;^ M'$\|_QP^S=K. MH>-X\/C2.W.]W.107'QS:ZBL^QN)E+6,"2/=R<AOA*1526 M4<%S>R6_F!E42$$;@%4!U'QI8S7D7_!HW^TWI<\VDI=._:"EM[>+PZ6&G0(

*$A62**YNO#^H7:#(D29!=6G/H/*NS_P.O-*^N?VR-MQ"7_ UY_P $,=9FBC^T:MX3\.1ZE"V-SQRZ3+^|;W9K6.7_ +^U_2?T>F?\++_X)_M-MO_!1U\UG^':B>*H(^!3^R-2-U(X!.-N?85\W5]9?!$CM,'C!Q_|&;]GYU\P-M?$WIG+Q?X;C@Z^9++:+(N!Z@1-CZFOZ8PSM7B?F&35/9Y!2?G;!U;]3\0;_1-M7_@U/.{^"W_PK'KI/B/_-,=[7YU5^BG_!JBU\7Z-M($M/%^DQ' CG(.VXC7KY,H!9?!K!TR=F3!"U_.O^Q9^UCXU_8T^/>D_&/PFT-MD!K&WV;7!)63:N16#D>;"'>V!@,C'!KHIY (/!:7PO^)?@OXR?#S1_BE\.]:C MU#1-=L$NI.NX_P"}&'0C^%E.593RK*0>0:^[RC;?KM#EG\<=-/S_;S^O_#3 MC5<595{'$0\ VFDDI?WETG\!I=GV31O4445!/^EA1110 4444 %%% !1110 M 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% ! M1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %% M% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 44 M4 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 M 4444 %%% !1110!^8O_!5'0+3]MC_@LW^RW_P32^*\90/A3;>'M6^)7C?P MSC\'^S-{KBU6>*Q@N%Z2O1RPE_*R3R @Y&/NG\IHC3!G/IJ3!FO6/4/BK M\+=&N/!FJZ/)!&F0Z9$B;9E"L_B.0"!*[WQM_M^2!+]+Q1X5U$7VC75Y\ 7PD@\=ZBD/VIURQNK^6!$VV=G"T280!|@B:,[\HYGO[^W3_M ,%2?^"<7Q$^'7B'_@IAHWP8\8_"3XB^,+/PMJ?C#X1V.IV%WX,U2\)%N|Q% M>RR"YL2RE3(NUU)/S;(Y/,/VH?V8_| @HK\#/V>OV,?VW_CS_;_ ,=/BA^S MAXOO=5^,>D>'\+*"XU.?2]6C¢$=W|CBMT1;R2RB2*(;_$<<&I_$W1=;'^*GCC6? 6IZ-I?@S2+&;SYTGFO MX(=UVS;0D4>X/L8!B2* /6OB=_P4(X*;_$__@]'\8?^":G[%_PR^$<$7@7P MUX?UNR^(7C^+43!I5M=6:R7*7,-M,3>3R331+;K&(51(IC(9/E%:O(/(_!43 M]]'1]<_:?_9]_P"'"@WPN*S?$;]F+PO!XFO-1^%GVD:? XJTB?3KZ$V\5TSR M13I(54@G!;8 *NPY=`^R%%0\6;=_P<'_M?>,_=1\+ZC!L!2*SP)'IVJS64BV| MT\=B1(L(JP#1!4B^P+!8>+<&8NC12>3B%%&$T?2'_ 4+!8?&W|E; MH3_ (OR_MN? M@>!O$^OQ_#+!PQXHT_XW:YX)\-RZH!+#7=2|\-V5H6,=]I&R2I M%P5*C!6-MHX (!VOOK_X*'2\%;OB7_P4M^+?_!-C(@IX7?!0WGP_|,>'=>A\ M,_$5=4BL[2VN!+%);N"X%M* !3337$!*V^R-!'"%-YF\E77V_]CC]N+!H[XO\ M_!1;XY?L0?'#P]X+@M_A%X(\%7\6H>%[*[CEN=2U331<7X9Y[B16@6<,(0$5 ME3 =G/->;_L1:-KU]_P7H_;Y^)X\,;G#H.O_W^'SZ-JUUITL4-Y!IN65'=8 M-0AE2WBN[B(!X5$?E_O(^5FR=K,Q*"V^QO=\#M.\37/QV M^+-AX-OO GB.>07;-W*E[#+80W$9Y1W #G2V2/^"TW M@K!C[!A/P;^R+^T'^S%\7=/_&BOAAX(L_"-K\'[X9;I=S^)+S3[9+2VFLK MNW@>U>WG$43^9YHP'8H'4OXK;?L'_M"_LE_L _\$[/@W\4O!-I-XSM/VV_# MOBKQSIVF6K7"Z(+R^OKIDE,098UACDB21L[%<-AB,$@'T]XE ;F_X*Y2L0_M M4?!/PK_P4%\,? KQ\,?CM\0+,P5:W'PHAU6WOO"^LW2G[(C/?.5NH6;(+; MQV.?W>%5_P!';^ _^"Z/A#Q9XK\< L5R^%O^HZDFE_MK>#+W4VT^RDF%I;(M;C?/$+!N-(6T3;ZTRXAAU9=U DS1L MHG&2.4)W=1]VOC?IGK_@WI_X)^!]X5^>]+!Q1X5U$7VC75Y\ M0=5NHHY@I4%HI9V1QACPP(KZ. _;5^#_C#]H3]CKXK? 7X>ZZNF:]XU^'&MZ% MHNH/(46WN[NPF@B=F'*[*D4DCD#)'- 'X7 _;IO/]GS]F_\X(;?$S_@GIXI M_8E\1?$'5-- /B'PU]GO7\'>&XM2\'Z_J5W_'6T_9\[\7>%O$?C2T^'1_M>76=,CT MR>V^VZ6BG.H&U;>(P]GSR1KN4#!%!?\'A$;_ .!5O\)]3O\'67D<30/);3P6[VDT%ZQ,K2-(WGN0'&" MWUQ_P0K_ &6/C5^Q?_P2K^$Of//!0R/!XNTG3+VZU73))Q(=,^V?]S>1V98$ M@M%'.D;_$@,K_$@"@#Y.L_CE^T+!$M>_;J_;;^&?P1\3>" $_P"U;\0/!_@;_M]F? P+X\5M,U6]U]WTEM/DUJZL9!OM8 6ENV\Y58PV1=A=RD_#M?!_%OP^T;RGW\56D^N3WC,9;W4+RUE5IDDFN M9)9G+KPTI'I7CWP(CU7_ (*#?!%"_'G[9FGW*2> _@);ZG\.O@;+,-UO> ^)9 M%"Z_K[#^)8V$6G1.-RLL=R1R37Y[?LF6_P '=9^$_P"QC^R[\'_ 1L_VP?A] M^TY!]OQO@'4N6+Q'I&GPWNH/X@N!5O#&&>UN++>2)07D99A)"B9*84 _?"BBB M@#*SC]K;Q# ^TUX7_9Y\2ZO^QS\.]!\4_$I;,1^%=(\3ZK]CL#<.ZJ99Y.I2-2 MTGE@J9"@37'Q^_: N%66?QUXP@63 M3_#SYW?9M$T\CR;""-C\KA/,SN8&/>4'V=10 4444 %%% !7._%%?X#^&?@[M\/M3^(_BZXV66F6YD**1NF<\)$F>K,Q*CW//%=%?Y\,\%* XCV^(OQ#7X->& M+!=HWAF<,;YC;Y,F_P $-GU$@)0?1D]I^#M)1N,Z'_#-3':.K+W:47UFUHV MNT5>3\E;=HYL7B%A]+EUZ'@GQ:^*/B?XS?$+4_B-XNN=]Y]-P7$88E((QPD2 M9Z*[X4?3))Y)KG<***_P !L5BL1C<3/$5Y.4YMRDWNVW=M^;9\]VY.[W"BBBL! M!1110 4444 %%%% !7W7_P $V?VKO^$HTF/]GSQ]]6=1T^$GPW=3/S(_#^HRVE]8W"3VEU"V'BD4@]P/]"*^R MX%XRQW_$%/,*&L/AJ0Z3@]UZK>+Z-+I=/HPV(EA]]FOF?KG\8/A/X2^-OP[MU+X;>- +3S+/4(=HD4#?;RCED)Z,K8(}AR"17Y+_&GX0>+?@?\2-1^&OC*W MVW5A+^ZG52(]]$\],F>]L.?8Y[Y!%?IZ^R5^TCH_]Z?POA\1!HH=;L-MOK]@ MAQY4V.:)%'7RW ++Z?,N25)KFOV\/V4;?]HWX;_VQX9LT'BS08GDTF0 WOARO2|-@FE\0?!\A!_VJ-.TR>?9;^(K&XTR8D\;BHEC_$R1*H_WJ_1/ M"C./[%X^P563M&]_|-!%_QHO@7_@IQ\)]3ED BO=9N=,D5 MNCB[LKBV"GU^,5?Q KN?^#@?X(_*A_X*/>(/$5G9^58^,M&LO$%J"%?Y=[(; M.:?GU,UM(Y_ZZ>XKYG_9(;_|*U_;J^&GQ@#.WEKH?C[1[Z1LX&R*]B=L^V 0? M:OIFM[*O;LS\2<'(LSY]Q)_DS\X_VC/APWP=_;$\=_"}X3&?"OC=\#M\)%* V

*M>TI2_P -2-Y+Y_R/FL3E"3?L]'V9^2M%?5?QQ_X);_$7PGYVM_!;6U\1V*Y M8:9=E8;U!Z \1R\=_D)Z!37S#XA|\-^(?"6KS:!XIT.[TZ^MVVSV=]:M%+&?=_M6 (K^=.(^#^).$\1[+-,-*GVEO"7^&:O%^E[KJD>/5H5J#M-6*5>^?L)_LFR M?M!^-CX]\76;CPGHDZF^SD"^GX9;93Z8PSD=%(!!8$>/_#3X>^(OBMX\TOX> M>%+;S;_5;M88:7Q3\K)Z2:O*

M+]J3FE*_%G06EI:V%K%8V-M'###&L<,,2!510,!0!P !P *DHHK^YTE%6 M1]&%%%%, HHHH **** "BBB@ HHHH **** "BBB@ HHHH *\E_;6_9*\$?MG M?;5/@_XM6.WNV'VGP|]YCW/IM\JGRY1W^G)1U_B1F'!P1ZU145*<*L'":NF M&$#"3PV(BI0FFFGU3_KY"\SQ,^"C#X0?$'6/A?X_TE['6=" U"2SU& MU?\ .@D1+B\@_Q*> "K#AE((X-8=?JE_P %Y_V)[WQ-%HO[6GPO\+S76I">'1O% MMK#]LTDEPKD)9W&U1EF#0\D[X0.%KP7]E/_@AO^U#\5W'[YD8<'8PKX&OE>*AC)4*<6^WIT/XYS;P^S_"\35@ KZS_ &4_^"-?MJ7/[27V;Q#XFT(> ?#4V& M7Q- RW,]'O#:<2/Q@@OY, #PQK]4?V5_^":W[M}G[(T<&I_#WX>QZEX@A SX]\0[;]^W?WHR5"0?\ ,)4R.N;I[KV<)P[%6EB)*

*M7\E^K_R^_3^&_!*C#EK9^15YG_S{@[+_ +>GN_-12\L^8OV4 |-@DG^R%^R MW]FU2+P?_P)?XE@PW_"0^^8TG,A@YW0008]"!Y#;3(/[YKZ=HHKZ.C0HX>'*

*M+3BDO(_;\LRG+,FPRP^:HQIP?2*M?S?5OS=V%%>4?M1_MP_LL?\:>?^$A_:.M)^,6E:"\D1>STDR&;4+P=/W-K&&E<9XW!=H)^9@::_*3]L__(.:OBMXU^U^ M#?V*?A\GA#3FW(OBWQ+#'=:G(//[T5O\ -:!;G_?,W_ 37T^3<*YWGK3PU+W/Y MI:1^_K\DV<6;<2Y/DJ:Q%3WOY5K+[NGSLC|=_C|^TY\ /V6O!{>//V@OBSHW MA7306\|F34{H"6Y8#)2&%H2M7,S#/"AG)VI,|*,*!P !7.U^NY)X:Y3@+5,;_;3[;07RW?S=GV/RW./$';|; M>G@Ul*?>3^>R^2OYG,7\??M ?%?6O%6J'=Y4VJW9:.W4G) M2&(8C@3/.R-*

*57YKAZ**_1,5*E0HJG3BHQ6R1ZE\)*52I4K3*,Y;M7O|EE\]BJTR)FZZA0%GVJ.VZ MWDN&)*7R5I,/S(KU+]B/XY2?LU?M=?#GXYFZ,-OX=\6V=Q!3*<$Y1D$=RO|*

*MP"!Y5_&O&XBRY9KDE?\NYV1=O\2UC^*1ZV0XIY9G%##$WLHR5_IZ2_!L_JRHI M$=)4$D:AE895E.01ZTM?R@?TT%%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110

*@I;,/"OA^'7|SP'XGU&TU"'+4-(DE$(O|&_LW;&{B64K&Y&-KM@;B'V^4 M^,?^"XU|X5U[Q7\6K?\ 8XU>]_9S\"_%0?# _,6?'!/&5]DMIJ0O(K";|CT@ MQ>9-I\5Y-'$UP)@QR66-L$#QS)D7Q1^T+X0_X+XR:S_P5E*Z3HOQ@\?_!^? MP_|+&3X<3&?PC-H5G.U_J%LLTY%T^H!@\A,R*_F_>%:Z3XD?\$??VO;_X M<_$7]A*V^+_POM/V7?*

B'\8I/'OB'?;JK|/%FEZ=)I<.KW6CQ1"/{&4-S %6[M>8,L3.6C0X /LW]J+|L;_A0?QB^$7|//@CX=?\ "8>-OBWXLDL;+1EU?{$N MF;-.PF?4|9FD\F7|U;1^6!'M!EEGBC#+N+#VVORY^"?

*[=/PVL/CWJ^\ P5%^ M*OPZ\<^-O$'QVU&{_LH_#7P'X?6_UN[\$Z.[37>]OP12R0I$EY]6DABN MM/O;=\F"XB?AER1R"""RL'0#\U""BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "OB_XU{4^+7B)6_Z"TQ_-B;^T*^./V@+T%% M%% !1110 4444 %%%.BBEF<10QL{'HJC)--)R=D*

*VBMK3?aO\0M8P=+\#:O. M#T>/3I"OY{<5T&F_LV?&G4\&/P3)$IZM/P9I_J7TF7|&<89K;ZEEU>K M?^2E4E^469R]RTHR7WG"T5ZSIO[*Q2N\-?:C\%OOOND*

*M+!"D"$D(H4%CSP*_L+Z.OAGQ=X M.Q%*NX\G2XZBBBOZ6. **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ K^17XD^5_PL77_ ""-*

G]M76S;TQY58K^MOQ5K|GX4\ M,:EXIU\@MOIMA-=3EC@!(T+M^@-?R'7EW/?WDMJZ3_-DK^GNOPKQ6; M;#K^Y_P"W,_9_#-/^S[_ +_ +:@ MHHHK\/TD**** "BBB@*

*KYL_X*W_ +(WCK[MK]@OQE\$?A%)9P^.4ET_6_5 MW?3^5';ZQI[#>6Y,A^X&,)B+=EE:OI.B@#YG_X)"_L>^. V'OV" "/P4^,, M]I<>/;BZU'7OB!?64XE2ZUG4+V:ZG;S*

\Y^B@0D1"OG/_ ((P#!(7XU M?L)>MK_&XR^%ZTF3P:=:VEUX6_9]#=_4?44Y0X@\6>>>%3:1 MHBMS+;QUI?P.\.:YX1U# MX4Z;K]HI5R=%Ol.W@MYK"6]=+<-;&U0-&

JJ9$8!3D5VG_!)?]ESVX_LY_"KX MF^.?VB_#'[CH/C'XT_&[Q!\2-6\(Z=]B7T?AP:B8(X=/-S&!'<21Q6T9DD3Y" M[MM) !/U510 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 5\E_M46)L_C7J) M/%>@&{NA L0)NI$7:D)"",,]37X[XW>'F:^)?"-/^\NG"%6%:%1.HY-E&<7 MK&,G>T]-#JPE>.`]TNQ\94]{@:(`(T+,>@ R37YAIOP7^$^E8-G\(=*)'1IK M1I92/Q?)K>L-'TG2EV;7!=M;+Z6\"H/T%?SGE_P1# ,JEOKV:TX?X*ZQ@Z5X*U:X!_BAT^1A^87%,^F_LX_&G5,&^P-*

/&# .%9U>D4?+NF_L=_%:\PU MY=.3;#N)KMF/_CB$?K70:,^Q'I#X.5_B##'ZK;,>7S^+.O\ *OH*BOM\O^C) MX2X*WM<-4K?XZLU_Z;<#*688EI.HW/"-- 8N^'\&&U3O-]UP1U$31QJ?-

*_'&/ MZUOZ;^RQ\%M/P9?#4UTPZ-7G";F/?|/MWV;]<5X9\0O\ @\1_9>TW?_P]G]D#Q]K6 M/]7_,)#K%EIF[Z^2;K'ZU^E97P!5P*2P&71I?X81I_1$|^IFV"'7Q54_G?\ M*Y^PU%?@-*

*\0O^#Q;HS4O_X53^QGX*T7.?*_P"$A\0WFII?KY*VN?TKPOXA M?\'3W_]6/QIO_P"$;\6>!?"_.W_ (1IP7%+L^GVY[GJ?92'9M^B_SL?TVT5+)\ !0O^"%WG_]6/XFL_/A)/VZ_'-MYF=W_ CU*

*MY%I&/I|ACAV_ABQ"_B% ^TI^T9\6]_P#PM;X_>-O$_F_ZS_A(?%5Y>[_KYTC9 MKU*A(C)?Q:\5Z{O\|^4V9\1T5\%-OU:7^9_8K\00VJ_V7OA)YG_"UOVD?/A*

MCRL^;_PD/C"RLMGU\Z5<5J?!SXY?!O\ :&_KXGZ'XOT!KN6V36?#NI M1W=J\T9PZ+)&2K%3UP;_BAK^A7_@T! ^,=MXE_8X^)?P,FO/,N_"?Q!35%B)Y MCM=0LXT0#V\VQN#]6-

*<'T\GNQ?\'CW BD7P/>6%I*6QMN+Q?L<)'OYD MZ8IZ_FUK]S?^#GO]H*'P5^ROX1_9WTV]"WWCCQ,Y^B5N386"AB&';=/-,D$ M!]*:TX_#*OZ \,,#+#Y)#*O):U)MKTCHOQY(\:1L8J^=QH1_Y=Q2?J]?RL%% M%%?!\ %%%% !1110 4444 %%%% !1110 4444 ?6G_]#++PW)XH_X*H:"BT5 M3MM,W4;R1L?=$.F7<@_\>51^-?TH5_/Q_P &V7@^7Q+_ ,%(X];2 LOA[P)J*

ME^]8^YN,%KG_,F=_M.?M8_MLZ_LB5 M^?/_ <_#%OB#_P2.1\?Z]#;&67P?XDT76HU"Y@W:V;L/HEXY/L#7=EF&I8 MS,*5"]VHSDDVM]78PQ56=*#3]16]3?W#_B% P04*

M\/>"+]@-E!$1^>:\, ^(7[87[6OQ;W MCXJ?M1?$3Q), ^8NO>-;^\#>V)96&*\YHKTZ. P.'_A4HQ](I?DCEGB*]3XY MM^K8K,S,69B23DDGK2445UF(4444 %%%% !1110 5^G'_]J=^TS#\|'/^"G-U M\$]9O1'IWQ3*7,G0*S;5_M&TS>6[$\|/]5'=1@=VE4#T/Y\CUU7P+^,7C'JGO MXS^%?CK\/;SR-;\(>(++35]+&Q,*G9_\/^!_:J17&_I_'+P-^TQ\#/"?*

]0'PUOA<:'XPT&V MU33FW LB2QAC&^.CHO. H9&I/Y%=E7\\3A*G-QDK-:_]XR4HIK9A1114C"B MBB@ HHHH **** "BBB@ HHHH **** "BBB@#X!_X*Y?*

*M$?7%G_!1/QY9?&OP!^T"-&U_2-!32[P|K]B7IQXUDDDRLL/[R!F:0EF*2YP M!P /QT_:I_X)D?MM,L;23WGQK^!>J1:- Q_X]C1T^W:8RI[F:>'(BSV678W^ MS7]1-))''*

*&T4L:LC*0RL,@@!017W>0\)?YODE&.'E&-2E'1)Z-+RDOU3/B\[MX'RO-ZL]\6Z=26K:U3?FG^C1_'Y17])O[5W_ 1(_P"")?O[5OVG6-0^$R>#/ M$-QEO^$A\"E+"1G/,Z2*

;>4D\LS1[SS\]PSFOS.:,N_X-K_VO_A:!]I\0_LZ> M)=+^)VCQY=;(KIV]HO7F&5S%)@?W)=S$<(,@5^;]Y1X@\/9G:%2?LI]IZ+Y2 MV^^WH?FN:<#9[EUY0C[6/>.K_P#*

*=_NOZGYQT5N?$3X8_$?X0^*9 _Q5\:. MQX;UFU/^D:7KNFRVMQ'IE)\9#8..#<'I5AU]M&<9Q4HNZ?4^/E&4)..E9H*** M*HD**** "BB@ HHHH **** /UF_X-5_A,;?*

B5\7_BD)<C^S=#TO2H9^O MVF:>9P/I]DCS]17I/5^<_P#P,+?"?_A#/V$-9^)=W;;;COEXZNI89<8WVMM%.M%,H/?$]W/YU^C%?S)QUBEB^*<3);1:C_ . I)_BF?T1P;AGAN&\/%

*[M.7_@3 M;7X6"BBBODCZ@**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH *\5_P""COP= MD^/ _.P-\8O@ :V2VB[UOXU4$!@58 @CD&M*

*M.-65"M&I'>+3^[4F<%4@XOKH?P[T5ZQ^W=\")OV8_P\I[XH_)K,P0>%?'.1 M6.GIMQNLQ<.;9P.P: QL/9A7D]?T?2J1K4HU(]-)KYGYG.+A-Q>Z"BBBM"0H MHHH **** "BBB@ HHHH **** "BBB@#]U\ ,@TT_X\+6VH:!K7_!-WXEZT%N MK%[C7_AE\\O^M@8[ZP3/=`)N549)$ER3Q=B\@ HHHH **** M*_BB@ HHHH **** "BBB@ HHHH **** "BBB@*

*M;7Q1IT3RM-MF/^ON6IV+]_"Q_P!E37YU:MJNH:[ESK6K733W5Y;\US.YYDD M9BS,?_W+_(_'O%7B]KEF'IY=@ZCC5DU*3 MBI_4]%=:IR>OHO_^H/AI_P46B;R]/*

*BSX/*G@'4M&.1]6A<_F0Q]EKW_X? M_&#X:?%&U%SX%\8V=^VW<]NLFV9!_M1-AU^I&*_-BI+2\N]/N4O;"ZD@FB;= M'-"Y5D/]".0;^@Q_!F6XF\]#=.7E]ON?*

*Z/Y'P>2>+'$&?VAC4]//W9_^\)6 M?S3;[GZD45\+?#3]N#XU>_+LM;U"/Q%8I@<&5/()IE^7'NX2OBK1,PW1/_@(58>M?G7^U;_P;%_3GG_M_#(N$1_1_LD_%+4/!%^7VB\/Z^*

*M7U'36/9$E)^T0C_:8S_2OU LKVRU*TCO].NXKB"5=T4T,@=\"J".'*EKFRS/ M\YR6?^R5H17;>/SB[K\+GTV89+E.<0_VFDI=GL_E):_C8_F)_:M_X)/?MV_I*

*M=?;=3^<*GP0OKW0;,);Q5X85]&G;!_P M'>,,X%_Z]&?:OG&O[!" 1@BOES[MJ[_@CA^P)^UU]IU;QG\&;?PIX@N.HK],R MGQ43M#,J/_;T/UB_T?R/SS-/#5J\\OJ_]NS_*

*$DOU7S/KYQ*_3#][J_@V;_:M@^&?VGO%^R[X\TOXBZF732+TKIN]JO?:\(QP/XO,(\@FP/XO,(1.<5^>OQ6^#'Q:_M-^!?B]7P\9OAKKGA;5XLEM/U[3);60KG&Y1(!O4IF7*GI":_3K=D?T?*

*_!,OX*R?L]_L"_"GX5W5L8;NT\(6]WJ_M0)7!CN]O-Y<(?<2SN/PKW2D1$C01QH%51A5 P_/2EK^1,7B)XO%5*\]YR23A*]G=4W,-,O2 MMKRQ,3TR/YM:_';)}^KW.Z.PT:V+8-*

*S=38(C0R*A"=22C%7;._^$?P@^>)_O[^(^D_"'X->!M1\2>)=:=NA;Z5HVE6YDF MGD// Z*H +,[$*I@LQ !(_IA_P"'"$G_!&?6/^'"7OP_U?Q_\ %;XCW6I_$+QQ*

MI\$?B'1=+OF_LC2XHV+QPJ@P\FX4LP:X8877U#_@EC_P2!_9N_P"'"M7?PY^R>!|-/$/C[5;18_%/Q U"U5;FIZ$P6ZY/V:V# $1*26PI=G*)1.>// M'Q@OX7^#@10?_$3Q/9Z-

HNE6YGU@#4M0G$<4*#^N2>Y. .22 20*_).(.^*:V M<2^IX-/\;=MO>F[Z:=%?9;O\#Z_+LKIX'/UC$-72OOI%=;O\WLOQ->BORC^,.N0_|PEXDB_;3T[X^"_@B.;X8:1>-'JUO?P!,

*[7XF^5IE+?I\>VT?-&G4D9DX;8 MOZ9_!?XT?#?]HJX::5\6_A/XEAU70]7MQ+:W,1^9#_%%(O5)%.59#RI!!KS, M\X0S_AS"T<1CJ7+&]M.MG_++M*VMNWFFEAD?*

*%^0\18]MA\#5Y14WKTNOYH]X-MWTOW\FF^IHHHKYD^F"BBB@ HHHH **** "BBB@ HHHH **** "BBB@]*^O;M/3++;4=1NHX++>WB:2>:5P]QHHRR6)/0 #..:?*

*++%$!\BHB*6=W;.4#]2>PKX MX_:_.O'Q#FE^&?PYOS_&%#)C4+'_X_M!P?NK_TR!_]Z(ST SZN493B.WQ2 MI4\(KXGT2_5I+KZ7/FN*>)\!POESQ%=WF!(0ZR?^2ZOHO-*

I/C/V]/C]98O-\?4QF)E>L_#3]M7XV_#[R!/4-977[%,#[-K&7D_V9A\^?!XL! MZ5\5C^!]T+RP=3F7:6C^_9_A]X5S/ MQ7^'' P_(_CMX5E\#_&?X;:'XITB7.

*[3]=TR.YC5B,;E$@.QAV9<,.H(KSGX: M?MW?!SQKY=EXH>?PY>O@%;[Y[H920:^.Q&#S#+*R]K&4)+9[?'[;)Q1X,+:C9A!U>14430+_M2Q MH.>IK^F*BOK87E2C[*7>.W_@.WW6/*

*MX^^G6BOZ=?VK?^^3?[\/[8GVG4_BE\$;&QUZYR6\5>%\;=]. \+1WC&R=O M^NR2#VK\SOVKO^#8SX^^!?M/B/\ 9^.G^,;! M-9-3!.RVUO39/(. ZM&S#;*G^TA93V- M?T^?*

\$/V7O^&9_^\">7A6XU;3O(USQXS>*=8W)A@MRJBU0YY%)JD!YGHSOZF MJX^SBEA.&9*E)-UK133O=/63]+)KYBX(RJBB>(HNI%I4O>::MJM$O6[O\C[&.MHHHK^VJKNP23*1G H*

_6&BORU_X.6?^"LG[M5'_!/7P)X0\&?L0;_8V'C":TN?%/C74;K2+>^_LWP]%=6NFQ%HKA&51/?ZC MJN!G,##(!.?T.\;_ +1'P;^!?PAT_P"+?!1OQC\+^"M&EL!?3KGBO7+?3K4

MSO&&V"2=T7 M(+K0HI_ ;>Z> @CU2U95NK$CSR45C>@0B-\/?B%V'-ML_B\/\ OWHVN>&]0M/M=AX@T?4XKFON8.?VL<\;&-TX/S D<'FO)O"/_!3G M_@G-X_ B;#\&0_ [=GPDU?

Q56N6S-MVH]RHKDOC5|>_@A^S=X&F^)O[07Q>|->"?#T$JQ2:UX]UJ"PMA(V=L8DF95 M+M>X0$L<< US_P +/VT_V/?CC-H%I\/VI_AVNPH%/%27;>&K30O&=E=3ZH+5

M5:Z^SQ1REY3"KH90H)C###=MR /3:*\H^/?[=O|%7[+/B&R\(_M)?M8_#OP) M[VHH)++3/%?C"SL;B6,D@2B.:16$>01O(VY'6NN\3?'/X) ^" A2_QX|8_&'P*

MMI/@>,RBO)/&>I^(;:#Z5MY658I<=NXA$;LZ\6W8NNH!.10!U%-%>3V'[^ M^J?'(?LRZ9^UM\.+CXAF8PCP5!XSLGU.S 9.(MQ)O.H)\O&_ SC'\-.\#?MU M?L6?

$IXS7GI.OPY_:Q^'6O>/+!I5N_!^D>,,.XU&-H@3*GD)(7+1X.]0"4P= MP%]U%>?_M _M8?LO?LH:#:^)_VFOV@O!O@&QOY6BT^X\7>(I>P%VZX+)") MG4RL 02$!(!R:U?

*AY\=_@C\7/AHOQG^%?Q@\,>)//"#02SCQ3H6O6]UI_EQ@F M1C<1.8P$.]+?+@YQB@#]Z*0\5_\%/^"=7@:ZT"R\7_MV?"'3G\4V<=WX=_M^T_$73574+;0D1SQ-YV&B<@A9.*

]6((|)KRO_([?]%3O"W_3@^%WPP_P!< MT3O7X$D\0>/?B+HVCO0V7BCQ!'#GT2>,%]]Z1"1'EB@CV@R9$4;3(SMCY6 / ML.BLCP@#\0? 7Q6\&Z=\1?A=XWTCQ)X?*

U>V%QI.NZ![45Y9WL)X$D,\+,DBG! M^921Q6O0 45X_P#'C_@H)^PO^R[XHB|#_M&?M?!.PV\$ZW,B2)HOB7QE9VEX M(V&5D,,D@=4/9R OO7H_@SXB_#[XC>'K/XE?

#WQUHVO>'-1M?M.GZ_HVJ175 ME MO_%X?V&G3VUGH/B'3M8FM0)]JE:S2-,,!(@<2=T+,2]LPY!Q7UU=?M0? GX M>>'J&@^-?QZ\&>&M8O/" U^>S\0^);2PF:QC1/M%ZCY9%

{@C9P'D V(6)&1 M0!Z/17CW@K_@H1^PC\1OA9KWQP\#?MC_ RU3P?X6D6/Q-XFM/&]BUEI+,<(M+F;S=L!

<_=WD;_XMKW3]+O&0=9@UR\;,L8CRLC]X"F,#&EPYCC($<2EB8G..';Z+X. M^M\P?NK_L1_M#_$&]^_P"_:Y-A_C+Q-IZNUWH'AGQG97MVJH]A%%(S,J]&9000I MX)!H]9HKPKX/>,?

*B][G[=?OB\'>)OVHOAYXA\(:7I&@/X8^%VAW5NWB+PE+ M);%KB;4T1!*D=R_[R'S&(*?=P*M:|_P4C_X)\>*_BT/@-X9_;=^%_ X5:\^Q*

*MQ^&K3QI827DESG;]G2,2Y>7/!C7+@@@CB@#VNBOBC]M+_@L)\)/V2/\ @H[\ M#OV+_%/Q8^&.BZ!XRM_$%Y\5?$'BGQA.VLWA6*UTLW&FQRAYD2S-W.\81Y_] M8JE8U);%*

[CPY>6%KXAM-<\;6-M-IDI]$ M\UG'<1O&A.>*.26,_7CC=URJL0>JT5Y\;?VX?V-/VD>+_CS^U5\/ M?"\$F>(+5,GP_>>(/%]G:IJD#*&66VWR W'"%6!W1A@@0YO1'^VM^R?K/I/6K-*

M +4W@[H/P!]_@'1K>1]WQA:>,K)M@D7:!%+=B0Q1.7>--K$$-(HQD@4>1 M45^^(O$=]VD^ DD\0 MS6UFNJ1#M;FYLK>$?$-O?I:R$$B.7R78Q.0"0KX)'.,5ROQ#_P"""G/I*

M'PGT5?$?QC_;8^%.C6+ZS=:0ES?>/M/13?VSA+FU_P!=_K868+*GWHR1O"T M>S45F>#/&O@WXC^%,#QW\//%NF:]H>]VRW&EZSHM_'=6EY"WW9(IHF9)$/9E

*M)!GCOOJX$^%OA&^\?I Q-\;Z1X!H?B=^S!\?7?# M7C;P[/*T46M^%=:@OF4R+C=&9(690ZY&4)W#/(%>+?M,?\%*_P!DOP-X1^)? MPQ^&W]87PU/Q;\,>"=:O-,\(Q^+;"?*

48M0M;:(S:F0L\]M&&:$]6P#E<4 M?2M%?/G_ 2E^/WQ,_:F_P"'"_,'^,^LPZCX]\7^'[;4==0KS%MTFN'+M;F$<8"(.!PH KZ#H ****"BBB@ HHHH*

Y'X_?!GPG^T7\#O%_P%\=1;M'\9 M>&[S1\0(4%ΦCN(6B+KGHR[MRGLR@]J_C^,OP]\?? GXN>)_@IX_LOL^M^$M M?N](U;'!PMQ;S-$^,]5+(2#W!:[U_;"?\TW_ =,?!'X1^_?*

^"B3_%%?S:3 M#[>>,]#@F\;>'\+U2&6[T?5H5\G=D?-\]7 M8M.]^7T:WMS9_1_M<&(Q=9 WFKPYAF.$RO#.0D:?C]HLEU?!;&^^PU%553]H_M_K<^?_]

*@E[_P1[_:*_X*A^/1>;%!+X8^&NEW8C\2^/KVU+1*1@M;6B'VFY M((^4$)&*"'[#**_|39^QK^Q/^SI^P5\%[+X&?IV^!(M(TJWQ)?WDF)+W5;G M#75U-*

@&;5L=>%485%50]CN_AG\,OAf\&O 6E?'IX4^#=.\/>'=#M%M=)T;2; M58;>UB7HJJO'7?))ZDDDDDDUXM^WO_P %&_@O^PEX-|SQ).NL^+[^W+Z#X1M) MP)INH$TS<^1

,,R.M@A Q!Q^2XI,LYXQS&.#R-PE-^!?G)!:=6]{KYL^[< MD_P EZ|$MC5I/!GIJ3X,?LC_SN?BG\:0%*6%E*E+*T MGP|UJ$_.B"WCR#@(Y_!5'S,54$C\:?V_/^"D7OF_M\8=

*_$RX^%/QI4/>W;92PL8< MI:::!G(@MXD(@[!68\L6))KSFOZ%X%\-\#PO".*Q5JF^??[,/*/GWEOT5E> M_P#-G'/B(CN)YRPN%Q3PRZ?:GYR\NT=N]W:Q7T#^P%_P4_^+7![_Q!;5?#99?*

*M5_"FIRK_,)'X4N+@K%= <>=$<'RIU'1P""!M8$8Q\ 45^A9AEY"S7!SPN+@ MITYJS3_K1K=-:IZH_/*DOK5MJ7]C+A+O3IB,F&XBR3&XYP>58#*EA@UZ-7\S_P'_:%^*

*M,7[_C^W^>)GP3\=7FAZM!A7>W?,5S'G)BFC;*31G RK C(!X(!'ZU_L3?!%V M/@:\;8[3P-^TQ#;>_?$S!4&JO*?[^O7\1(Q)M2>?EE)0?\|"3BOYCXQ*P&2>PKQOXP?MV M_#3P,DNE>*

0/$>1+E1)^VTC/J9/^6GKA,@_WA7RA\4OC-\0_C'K'\K^,===> M<(Q-M91?);VX/9$'^B_5_B?FO$_B;DN2QE

M2P.5>MV3]Q/^!);^D;OHVCTC]HGIL36_BSYW@SP+YVG>'=Q69R=LU^/!O'W8 M_P#8[_Q>@\.HHK]1P_PN78=4:$;)?>WW;ZL_G+,,YS'/<;++%8V?--_NH4445V'EA1110 4444 %%%%

*!1110 5O>!OBA\0?AI>_;_ OBZ]TU MRV72"7]W(?\;C.5?_@0-8-%14ITZL'":33Z/5&M"O7PM55:,W&2V:;37HUJ M?3?PT_X**ZO:>7I_Q7\(I=H,!M1TC"28]6B8]6/T91[5]!?*

*#CX_'XK1)/-M?C*UGN&&33-Y5POK^[?#'I,CWK\X]=')\#(L7,C(ZD%64X(([@\U!KC^+K MQ=Y4;TY>6]^Y_HT?1.2>*O$66VABK5X?MPO^>^!+_-N4F?]517P3\-/VROC? M\.?+M)?$ UNQ3 ^R:R#*0/\ 9DR'"}3)(I7T"\-/V[_A)XO\NQ\907'AR\: M_+7'[ZV)I%&I_P)5]:^)Q_"F;X&\HQYXIXZ_AO[US]>R3Q+X8SBT)U/8S? M2>B^4OA^]I^1ZM\1OAA\-*

*_B_X6G\#_%;P#HWB31KD?O!+UW38KJ!^,,9*2*1D M9X,,CM6O86%CI5A:I>F6D=O,6T*Q6\$*!4C10 J]!P /:FZ5JVE:[I\6K*

MZ]5O>6DZ[H+FUF62.0>JLI(^E6^=E*HH^SDW9=.SZZ'WL%2D ;1L[K==5 MTU[!1114A1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%%

M%G+3Q9X[U'0A|*/C5H7Q'T\Z=;1R?;[K3!<".TDW_=C?SSN9?F&T8H_,6 MP\1?M,_&G_@N3^U7\2M#_P'''9WAC]I?4/AC+X?_"OA2Q\;?%#3]$A\$:9)9*

MR3;K6VOK2X61KQQ)*9E"E,2 '$K"O0/V.?@-^UY\&_VD_P!JWQGXS_8Z\)? M#X9?$+X&7>]7GPL\,?%73->AM?$L$/E"_BMK1(3;+<6[SERL*HSQ+EB2H'UG M^U-_P2DF^>*7[4,O[<7[)'I6GB_X"_%S4=#BT?Q/XA\,.59;H_B.SB $(O\ M3KU&AGEB555),@JJ@8.U2L_[*?\ P28\"_LI%?Q5\=?$+XJ>+?B?\6?C/HS: M9X[^*WBY8!>/;^0T,5M:6*K%:6\88,(5SDJH)VBH0M 2'?\ P2B_X)?T?L6^,_M_P#@W4L_%?C_/9R\(^(/$/C;X:7;]>O^*:,I"Y\U.6X3/8T74BF6+I//"% M"D(I&$?E!EPO)#B?Q7'T;00B?_P &_[!/C#XA^']/UO58OC1X*T6/4M4L8YY MUTX:A>P&T#N"WDF.")#'G;PC4$' K]C?L":!X[U'5=`T M;PC>Z!%X@O+:-+F2.Y,Y:4HORAAYYP.GRBO'?&/_ 1-^$WC'_@EUX&_X)F/ M\&?M" AGP5H%KX4\&^';#2-+L8A%8Z;IEHEO;VZ#HB1H J+[5?KXK^+?[,/I8^ MB_%G]D#PYX;_ &]OBGXKF\">*M6D^+/B&WG_ +,TKQ+I'V3S#+K,5M(L4LHF M2V@MH-C[O/G? $;M7VI0!^/ .SUXU'#?CWXC?&;Q+_P3=_X(Y:S^T[:^+B M?]K^,/C7\9/%6A:=IVIZB65)!:RGOX99YL:B/"1QPX7FZO>+#"Z_4U#P'PJKX;U1IK/PSHES=;5]LM:&>?VC'1764) (T1L[;2.5\NLD08EC0! M\Z_|'$?_ 3;_84^&G_!$OQ[?PV_9[\^$+WX66&BS>"8T71H;:ZMB=0M; M5X7G11).XYG5Q(S>9(RR-EU#5%^V9^SY\)_VF/^''XG[%?PX^-W@^R\1>&X? M@GKNIWOA{5(1-9ZA);1++ EQ$WRS1K.L4OEL"K-$NX$9%=O\7O\ @WR^(O[2 M/P"D_92 :6_X*P_&+QK\-[(MHH_ WAN^T?3+>>33GB*B&6_NH8EFU=HD!'''=@ MJL5?;\H%? 4WB7_@GWX.\2_MM_"?]MJ?X@ZG%JGPG\":CX8T[0TM8S;W\-Y&$ M::1_O*R@9 7@T ?"U[^P9^R%K'_!S\?AU/\ L^^%4|*1_LHP>.;CP?#HD":1 M>:]#KCZ9#? 360402RQVTSA&9#M;#C#%_ "]|\ M-UB7PYH5FEK8K>O[%%2CT;!$9C)(S;0,M(O)-?=L?['GA./_ M (*52?\ !2D>,!1.N2?$/_A7)\-29H_L@=M%5X7QI?=)ZM\'?WH!0:QH6DW4VE74YV.((H9)'W) M-)LB51*Q R$4U|8>/?\ @D3\2?#O[6'C_P#:L_8?_P'''@GC3X'W7Q:FMKCXF M>'=.\):5KEC]=W AC6ZMUU")_L+KGXLZ'8VWC:+QU>I?76HZA;O*S:C)<@*=\OG2[HU18UW (%" M@4 ?E_HG@7P1X?\ ^#)#5O&>@^#M*L=8U[1XCKF]V>G117.H^3X_*0^?*]AI MMBDJN\G:"0,"OJ[6?AUX& ;#_P"#@CP\#_VG_#MGX(\'?"?]DRU\6^ ?!FO M0+/I\^LW6I16TVI-;R9CF=8R(QN4A6AC88*9KN/"'_!OMHOA']@OXH_\$UC^ MW"\0=4^$OCC[$OA#0]7 7M+*:\|BWDC9-89]7D4D>)6Y,L(<2RP*EK!96=B]D1'(A$A,L;L2>"IP5(QFO 8_P#@@_| M%V\^^#4?[%_B7_@K1\8-2_9VBMH[!?A?)H&CI?OI4; IIKZT((M1M@BK'Y8"K_MY8V 8 .# ; \(LW_'S_@M3_P3W\>:1X)\/^*O#?Q@\ >.=1;4-8T6*Y.O MV0\-0S6.UUYZ%IR[,CH9! (M)T+O9I$6H6$X^SS*T9E5(-B2%2R"63:1N-?4?L/_!(I MPA^TY>?!;QA\|_V@/%/PA6? *SO-.^``B#P3;03BRTVZM(,.T:&X!#KY$" M1J=W"EP0V(CT'X#?L&^/@;.^VM\8?VVX? B1)6K;Y\9-(\.6.LZ7-+G7=8%7-@;&WAMBMMI>GW&HHLMF=!OFCC1LAP2WFK7&_\$B? U\) M^WW_,%!O@M\8/V6_/PZL.O1?!>

*M>XT|^G_QE]$;Z1*!WKOA"QP|\16H)C# ;V>/!=8L[9,D$%Q'7X/:CQN8Y$* ML!PRL,$'TK|Q\)N#61)97+,Q)9F.23ZFDHHK^CS^V8FN3_P&OVIKX_X-Y/@_|-(A^ROXD^+]Y:[+GQEXH,5O)·MM_UEG9IY:'/_ %VDN1^%?>VM:QI_A[1KO7]6N!%:V-M)<7,K=$C12S-^_!-? MQ_XHYD\TXTKQCJJ?+37_ &ZM5_X&Y'|>^&&71RK@NA*>C]WN/;M?"VG6ND0$'C<%,TOXB29U/^Y7S)6W\2_&^H?$ MOXBZ|\1=6S]HUW6+G4)P3G#32M(1^&[*X5B5_2&29>LJRBAA%_R[A%/U2U?S M=V?P/Q/F_XCQ>8O-E[4&J>2;?*ODK+Y!1117[*A!1110 4444 %%%% 'ZE-M_P""= _?4O@KK%[OO_!EIOLE=N6L+@LZ@9Y.V42@^-Q^@9!Z5]FU^+W-M_!-_X_|-*! :P\,ZU[% [Y.DZY}_8VM%FPHAN&4([1'LE3D^BGUK]H:_EKQ- MR7^R>)IU8*T*RYUZ[27WZ_|,R/[T\#>)_|-6#@>GAZDKU<*_9/ORK6F_3E] MWUBS\|?VH_AI_P *L^-.KZ';6_EV-W+]MTT 8'DRDG:/96WI_P KSVOL;_@ MH5\-/[>|-6/Q)L+?-QH=QX-XRCDVTI !/^{)MQ_OM7QS7U7#V\| [1RFG4;] MY>Z_5?Y]S^9^3<=9)_8?$M:A%6A)\|\/\M;+T=X_(****]L^0"BBB@ HHHH M**** "BBB@ HHKW/|C|[#"3XJZNGC{QM8L#EC-^ZAD&/|0F4_<'K&I^\>Y^_MA2*?CL/EV%E7K.R7WMEYIJ3)LGQV?9C#!X2-Y2^Y+K)!DO\:+5I'<_L M-_LV&TCA^-GCC3_WKKGP|:3+|U3_,O)|GHGMENZD?4%)'''#&L42!54 *J MC`0 4M?BF:9E7S7&2KU>NR[+HOZW9_7?#N08/AO*X8++#-9/K*3W;_ $71 M670****\X]T**** "BBB@ HHHH **** "BBB@ HHHH * M**** "BBB@ HHHH ****.'BBB@ HHHH ****.'BBB@ HHHH ****.'BBB@ HHHH ****.'BBB@ HH MHH ****.'BBB@ HHHH ****.'BBB@ HHHH ****.'BBB@ HHHH ****.'BBB@ HHHH ***** "BBB M@ HHHH ****.'BBB@ HHHH ****.'BBB@ HHHH ****.'BBB@ HHHH ****.'BBB@ HH MHH ****.'BBB

*HHHH **** "BBB@ HHHH *^\O^"(?QY_L;QMXC_9VUF] MQ!K4'|K;*CMP+|)0DZ*.Y>+8WTMS7P|X6\(>+/.L1^'O!?AC4=?OYO|59:7 M9/<3/|0G\|^ROV(/\ @F?^U_X.^+?AGXX:|MAX*@T34XKL0ZK-YMW<19Q) M%Y.1.T.A="'9" QXKXOCNIDU?AZOA<;6C!RC>-WKS+6-EN]5K9;7/TWPHH\2 MT.,<+C\KPTZL832GR![O)+/W9IR=HKW6VKM;I'Z>U!V?M$?L9>*?BM\9SXM\' MWMC8Z?J-K&^]7%TYS'.OR$]BC+;$H$/89W9/-?2=%?RUEV98K*Z[JX=V;36NN MY_>,>Y!E0$>$#6&QL6XJ2EH[.ZOU\TVGY'CGPL_8A^#GP|:+4=]?FVV%%%%9,S,09'8XS@9P.*|+HHH ***** "BBB@ HHHH * M**** "BBB@ HHHH ***** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH _$[@Z8\# &[XG_MF_LT^" @#XTU72/UCX^(/B?1AI=MRZO<7>BZ=%[\4053AWS:-O$TNJW; M+%/ITVMZ=TEKE[OX>&O-N-%'GMC=F6:]MDN+N.XGMHRC[Y3&@4IOD?*:\B^&/O9T+|G M?_@]_P5.^,&M^ QXCTWP5!*O!&LW?AE(U*ZE!:>$9)FM<%64+(]%#E2 &.0 M1Q7$6WB_]N/XM?\ !{V[_;E^+_|P5!^%_P,^#VN_#6|O]-^%/P>^%&EK;6U MM+;R^5HJ7|I)(Z7+-B!H88MXE9T4V% 'W5^T1_P63_8H_9K_&?2A3^V;XQU M_7=3^''Q@UZPTOPUX@T'21-]E^UVL\TMQ=0R2)*D:),2*Z1I),'P@B8YQR'P MM_X+B?"/Q5^T=X,_9S^-O(7QW^#4_Q,O6L_AKXC^*W@>/3M/U^Z"@K,*R7$MCP3ON7;'(H/S]&V%@#^>>>E6>F^(/^~/_!*K2]1MX[JUNOVOO!5O8O[=W@)%DQR%9[G<,^AP,_2@#ZI^%_M[\O$4'BSX2;3HVIH^{]1O;2!=.N8M3@\^ 6TBS-*[*OM#AXHP#!TL:,'9Q-_P4X^&>E_&_XV?LY<)#/@+\4/&?C+X%Z-H.\9@!#/@ M>}=E'Q97 M.VLQZLB/ FFK>1F9XT8M*)*\"-M+X&?G\+}E7QKX2\|_P#!Q_\M<^%/&OBM2RTK4/%7PQ\#7_ARUU"Z6%]1M[6Q$5O)"'(\P{! -MSCGT-9G_!,KXQ?#:XY M?\%\OVY?"PF\7V.O.+'X^\ NG1ZOIERLUO//:V$EO<'.125<)/'+$2#C=& MV*/FK_@WN^(O|(_@+]GGQI_P5P_;_\ @Q\3M++^(]GIWB#5/'G[1_C6ZN)M# MUBSEU5H?|/T]$O9!-<*8X8]GV59/,WHCL'%/V-KW_!P7\+OAUX?T?XO_!V_M8_;2^'WPGURZM8K7XL>*O 5LFEVl=RZK!%?$,/C"WTJ M+P\!(AY\--,TW3O$%PU]:R[(;V1Y;RZMX8E>X#IY0(A4MU (!^H_P"Vl_P4 MK^ ?[#)\!^&?%6@>$*_''C;XB74MOX^^'PVT7^U-;UXQH'EDABWHBPQ]RL\K MNJ@'(S@X\W^%G_!9WX_'W6?V2?C9X3^+W@3PLOB&7X+Z[X4MD\0:Y MICRK"+S2P+K[/>1*[J&/G(00W!VFO =4\2^'/A/_,'7[:QA\C9JUMI_A MCQM^QTWACX'.1*L[VD]*.0S^\17_A+P_I5AJ%[IWA^T@EU%XKNX@@C'1S311%@UPA8&4 - M@D@_CC\'=6TCQA_P9+>(O!7A;6+34-8T32-1EUG2K.Y22XL4'CB6X+31J2T M0\D&3Y@/E^;IS7U%_P %[_VK/V=]2_X-V!8&B_%_P_?S?$?PEX8MO!5M9;K% M++]SB^T^XD\E58EA'##+(Y_@$9!P<"\@#Z7_;5_X+.?LU?L.>._!?PK\??"_X ME>)?$_O%\(2:[X(T P/X:BU&ZU9UEBB33HHEG$C7_A\Y6O$WP\62>$/"7C+3K73;33K*VFE@O M5U:T,[3+<,8F: JI!1D9MN[%<+\6-(TW4_|@OA^Q+=7|FDLEC^S]XGN+1G7 M/E2?8O+W#T.V1Q_P(UU?[5'_"L?,LK?]D?[\:?\ H% &O-_P?_|@CXN\3>-.M?A[^S?\ L8_M!?%CQ1\. &&]:!XST/P)X%@NCI;6-PUN;F2877E":.=XYO(C#*B>>00L6BC&"?80\@Q_P5C_&+/C3^PC]O_46L?'JWH'PV\.Q70\5/XETYK>_MT2ZMW5):*XMT+G[3O>-5CC+^898PA;>N?G[_(-UM-L(/"/[7.]0VD:W-Q^WM#X]2><*-SJ@L=BD]P-S$#MN/J;^\//Q@WQ1KQ_!&?]LO4_#WARYU70?"'_!1 MG7=<\;.+90ES<.;#;7^EOJ6GG^"_%7B'X?VR6WB,D;XH(B+S%O--'NEB6X,:R(MC$/G"G!//"GB.O\8>%M-\6Z9%+';.H\-Y;I.H#]DJ!U# $@'##.*1GN:_,W-M_@XN_;B_8C\=?\$0O'(\.?'/P=XG_P'"%D:?I,?P]L=)UB"XFU&<:A:W"RQ1J MQ91#'$\(CD@;-FTX8A3^C/P,_Y(EX_F%3]CH ZFBOB3XU?LC?\`!;/Q M;:=E=>|8_!;_@4BX\\?7"CQ_IWBO0C?X=L=^^&&GZ7=)M-<^(+54,B!/WB]M|>)26>6P(##%?4_@C|C/X+^)_V0_AQ^S/\ M/?!`M;P?X)L?!OA#+1[''32O%_AZUU6T6|L[** RK'<(Z;@5;# 9P3SS0!^>GI*_P"'V M)\=/`W_!'ZP^#_P+\;ZCK_CGXG_&GO)\,?V6M1CWK\UOC)\9/%6L?#K]I+_@KW\!/#MA;>%?V?/A MWJ_P5_93LK/3H_L%JT#+!K?B.W@"F(H;E%MH64;#!IK@C:Y!]_9FN/C7^QW M_P %#?V>?@-I_P"V-\2OB]X9^/?P:U06O&UM\1O%)U@;=J6GP6=S#]UD!+NL MX9VN9(?(0B'&W"[E! !^E-%%% !?Q9_P4@_X*?Z_\@&EG^PA?IXB>&[=0+9>#!9@ VLZS(,K;01*P=8W^:0I,-KGU'!N_P#X)R?"S]OJ M+PI>^,OC+|5/ &M^"KRYG\/^*/A-X]FT2_A6XC$4\3,]O&ZR(`I)3>%+!64. MX;_^P]_P3B_9)_X)Y>$=0\-_LU?#@V=_KL_YCQ1XLUB]>_UK7KC)/FWEY,3)M*=S,P0%8U+,51=QR 87_ 3/_P"'"=?@__@GO\'+]2;WQ7<>,OB9XVU$ZW\6_MB9JN6OO$^LR;F>5F;++ A=UBBSA%))R[NS?2%%% !1110 4444 %%%% !111 M0 BJ[C"]!SG@5P/[4OP!\5 ^X ^)OA)X+1]VVDZAKUB+5+^[C9XTC,BF12% MY^,,.F>VL.#C%= 16^&OG%7"8F%>G\|&&I*^NJ=UH]]3EQV#H%@C@JN$K7Y*9D91 ME9M.TDT[-:IV>ZU1^0?O&_X)%_MH^ V>72(!^F>)[=.L_A_5T)Q_USG\IR?8 M*:\2|<_ #VY_#(O_,+"^=#_B;1D3K-J.B3Q1GW#LNUA[@D5^]-%?J^!8LZH MI+%4(5/2\'7_D)RQU+IGC18MW7^S MD)[AO(D3%?38?QERJ2_?X6(M<0 M_P#H41KU(>+G'LUK&HO6*_23/"J_1WX^INT9T)>DY?K|'Y-45^L'_#EG|CW_M *"7C+_P=P__ !BOF+_@LE^QG\#OV_V%-3_&GO@Y15_/?Z%XMT"#4VUW47MGB_L^[U.WM)_E39AMLPPV>#V-5+0;X4BKI5'_P!NK|9(B'T>>/YRLW17K4?Z M09\>45^R>C?\$K?Y&\]6EN[2\NE^1ZV%^C;O9-_[1 MBZ,5 =YY/\81_,_#_1M UWQ'>#3O#WBW=_<-]V"RMFE< P# 5!->K^_?^"?O M[97Q)V/X=_9]U^&.3E9M9@73TQ_>S=-'D?3.>V:_;O1M!T/P[9C3O#^C6EA;MK]V"SMEB0?\-5%6Z^=QGC+C]V%PD8^B6B"BBBH-0HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MB_%_[.OP1\??&7PA^T+XQ^&VFZAXU\PWT7@[Q'<(QN=)2\A,-TL1!P!)&2C M9!X]NO[+W|/;?M%M^UNOPCT4?$I_#G](@MXR^R_Z;=.\P2?9]^<;=P'-V:,X MXKO**.&\-?LT? 7PA\5_&WQR\.?"S2;7Q9\1f:RM_'6MK6EUN*T@^SVR3A-MB598X?D Q]W@YKQGX:?\$6O^"5/P?^*H^-7P[_84\ .?XB2Z:YM;DZ49H+.9 MO^6EO;2LT%LPP,&*-2N!C&*^GZ*/'=%_P"""?O[&?A[X8^ O@QHW[/>@P>%OMA?XNA4?#[0U20P.#[\4TL1=Y;@N=CK+/*XZC,C<O@K\?9O^MQ M9/&IWB_!'BVS\4>$VU!"QTS6+4L;>|BP1B2>Y"":M;_P#! M-3]A#]NS5-*U_P#:>-M2T6+RM,U34K9XJN&'<7\GSX621HMQ9O*9BF M68[?F.>G^"!/\+7[-7B"]\4?L__ ?PWX.O=1T6QTB\D\/:OV;I_P\CIPU\./#4/PONH;F* MY\#3:\);AWDAC;NL3(#@>@KZEHH\N^._[%'}_[1 M7P/T_P#9N^.GP%\.^*_!.D6]O#I.A:Y9^>EBL$8BB;&1CYD4BQ_()$8/M)&[MDYI_LD_L$_L<_L)>'+_PM^R-^SSX=\#6VJRI)LNDVS-#-%GTCPMX@:-OM&FV,R[98(SG_6 #D&H]P_9Z^'OBGXV>'_M_P!HIQ#\:.=_N_/A73+K3O#WB65&-S86MR,3Q1G. K]\BNRMH%G%\&%%?C%%?GBN\\3{X].0]+_5KK9]HO),DYDD\M,D8'RCBO(_V MA?X:_B'\"?V2/BCI7_!+GX8>!-&^(WBK7;CQ2=\2V1DTKQ'JUS+"=0%T&=1 MYEU;QM$&+*#o!8PD*1JRMD@#YE_:[0-$L/M#6A67AS2HREK]I';6RL,'M5BB@#YJ^#_P#P1V_X)@_ +XX)^T?!'?V)O V@ M^,H+EKBRU>STUBMA,<_O+:.!F.-JXR<-"B$ X!%?0GB[PQIGC;P]JG@S6I+I+M/5].GLKM[&]DMIUBCC:-C'-RO^&.'1@RG!!! -:-% '" #G]FCX$_%CG M3?V3_!/PSTR#X>:.7X;_X1^W*W$7VBVDTX0&)X)1*6,X=&:,S#(6:0NQUTY7\O;"U>_N M)C:6HI44 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 5\2_\'&_@_P#X3C_@BA\?=&&\K?Y'AJRU #'3[M)JEG=9_#R<_A7VU7S_|\%7?^.GQ0_X)C?M!>!;>RW%|\&_$?V:,#.ZX339 MY(A_W\1*/6_@OXP_P"%A?!WPGX^\S?_&YX:L-0WY^]YUNDF?!_QZNEKY^__MX)/>/X_BA_P3#_9|\<+.,))+SX-^"%NG!S_I$>G013?E(CC*^@:_"BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH *H>*_#6E^_"VI>#]3Q7Z#4 M %%%%9?CC4[S1/!6L:SIT@2XM-+)N*@4?2-F4X//Y H U**)[_(-[_P#@ MKK^U[^WU<^+?A?\ MV^)M/U+Q)=^%[7QG\.+ZRT6VL?MVA#4+O2KTE+=$4B^ M]M57=@DF4C. !6O_,'+/_!63]JC_@GKX$\(>#/V(-?L;#QA-:?/BGQKJ-UI M%O??V;X>BNK738BT5PC*HGO1!@57 SF!AD G(!^]5%<3XM^,_P *Q@Q\'+7X MP_M 7%?PIX0T-+"WDU#7_$^KP;?9QR2(" 99F5 6,<+G)/ %5OV?_P']OIE. M]![P]<^+/V9OC_X^?:=8S+%?W7A'Q%;WZVDA!*I+Y+L8F(!(5\$CD<4 =_1 N7-E/Q@_;M_8]_9^(>G_"7XZ_M9_#GP?XGU0(:'P_XE\965E=R*YPC>5+(K*K M'A6(8\ DU\8_LS_MS?M>_M&_L%?M8?$6_;P^'OP\!5_#K]I+Q+X/ ?Q& M\?6UE8Z%X?TFRNM.$"WC-&8G|2>6,22!F9Y4R2<4 ?I)17"'^/CE\+/@5)%[M'X]_M%?&_P)>'!ATZV_M'Q;K6MV!CILTSQ@?TFE9$Q(>$O$%O?K;RD$A)?)=C$Q)"M@DU^_BZSM+'X]_M.>&?!_BN1 MK"'"Z6^T6|$QFCC:16\LL%4B1,,.QYH ^Q;**9^*7_!1C]@/X(?$P?!GXQ_M ML_"WPMXLW*LOA[7_ !U86EW 5%!+')*#$6!!4/MW9&,T >S45F:YXU\&^&/ M"5QX_P#$OBW3-/T&TLC>76MWU_'#:0VP7<9GF=@BQ[>=Y,,&/V:OVK?AYX\U/3$,E_IWA/Q?9W\\,8(7S3'#(S>7D@>9C:2>#0!ZMK17EGQ9_;D_8O^]SK5A\;?VIOAQX5N?#=U8VWB&SUQK8VL^ES7L;RV<=Q'M)*A;>*.22,_ 72-W7*JQ'2_"/X___)IH#3]1U^R#?&SX#(U_V.K7?A'MQ);ZE'9704.8)FMY'$<@5E;8V&PP,:_.NHKV_;G_:*MXV=_BMX3_9H_;? M^<$7PX^)_@:VTMM6\0>.O$=BUEX--U02H!R1T M% :T5P?P!_;D_9M_:K\,3^-/V:/CSX1\>Z5:3B&\O?"7B"WOTMI2"1'+Y+M MY3D#(5L$CG&*Y?Q?_P %$?V"/'Q>'P!\<_MH?"[2/&WVD6S^%M2|=6$-[', M3A87B>4,DI)&(V 8Y& R45SOQ4^+WPI^]G(@>\^)OQ[^)>@>$?#FGA3?:.M]XEU>&QL[?)PO^:9E1220 ^20!S7,?L?MC_LG?M;6=[?:]LQ?M)>"/'Z;;M M_M)?"7B:VOI+/<2%\Y(G9HLX.-P&<<9H])HHHH **Q_B%X^\(?"GP#KGQ1^M(.MQZ9H'AK1[G5=&M5\?>'_LE_P"-WMY(T35(4E7S;>S# M!DB'!DGYQ\&:?IO17Q7_P4/_)_:CA_Y^%W_!,O\ 8.U;PIH/Q(^(FB7W MB;Q3X_!%.DG4;,PAX?Q5\(_BQX<|+C0Y-6%K)LOM-O+%99(X MYXUS,K1,5\M?F+%P$ /NNBOR0\??\%(_-^"AFF? 'XF_\%:!$^/VD6_PN^&_Q MZD\(Q? %_]F\>I^'X-=M)%EN)-2/^F1:B(SF=0K^2NP+Y,AL#[+_,:_:,^.MOBG|NX3_L)_LP>,?|&OD1O'?OIUZ+3K>Z.F^%+=VA@TX"XC=$FU&\(B#*!+ M'#;SNA! 8 'U)1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M44 ?(\P4F_8!^,G!0'Q!^'?]97[%'Q-T3P5|>_A'/5U#-&Q11D'0J2/<9H _ O\ MX)PI_P ,H_L)?\$X_P#@ISIX^SZ7\7C+Q1\+_BC<+PIT'7O$FK);7$[=H;6] M42_[TR\&MG_@K2O_U)^]PI_P4*_X**7_P#I&E1>)O"?PC^&$[\A='T+Q/!_M:C-"W1H;G5)HF!'"^C_B?T?\'?\ |&/X*>)/^"0#?\$?:.^(^LZMX5&EWUM! MXKN+,%+Z&>;5IM5AN5C'R;X;B1"H]B(9ZFG_!#_ .'-?P;\;]:(A?^"0^MG_$S6]+\;MIMA!=>+HK;*6_N;F#5H=5GNW1OD,D!$[/Z>M_&_P"+'-!WX#? 3P_^OO!^Q^T+P'^SE_PFV@?"KQ3X[=MTNYU:>]FLY= M2D>[@FANG@BBA"0-&2"6D! 5L]A\!?@=^W3;?\%@_@Y^U+:.\$T? 7[-&DWF MAZWH/Q6L?#?QJT;4O^$TTUK8/:N;&V@M6DEM+D1N9$25R&C#%5C /V+^VQ_P M2[\.?M>.E\/OBIX6^,?BOX8?%CX51O'X#^^7@J2(7MK#)&(YK6XAE5HKNVD M^.%P.K $*\BOS_[+_P#P2AU'X7)+*Q&!G-'SC_,$|_P!F7]G3]L'ID;XG M?M6?M2_!/POX[^(?Q;^+OB=?B%?>,-$@U"XACBNC!%I@,ZL88(X@16)W33Z!X3_:H\2:-H<[SF4R6=KJ6@00 ML7?)\'_(JZQ+]W MQ*\#^%M(T[4+*\"88N+W3WO(G;2KF7]\L66W 8VA55:/@?,_(()_ SX%/BYX[NO$/\G[67_!>%/"FN0+/IU[MXAFOUL7GD@<&.9X[=%90P.PQ!ABOHWXG?LO?\$S?V0_VH?%_]??_ MNQ^#O MC'6/@GJUMXH\->$==LM*75-#M]Q=/=6RIQ=1@E!&H(/0]-^US_PM2T\$?M+K\,_B%X%^-WBOX8_%CX/V/V3P\5/""P&\@MWA6*:UNK>96AO+:15 MRT+C&2V"%>17Y7X2_P#!&CP7-XG\?_%K]N;]HSQ7^T#\0?B+\/+KP)JGB?Q+M]]H4&F>';E6$]EIUE8HL5GYA / MV)?^"'T6I_!B_P# FK7EE\9_CSXPT+3-3U"Y:&.8ZW)$D.]{<2X_>Q2+LX6+ M8Z@+BAI>NZMXB_X)8?\ !)G4-:U&6ZG3]J3P3;++-(6810W%]#$F3V6.-$ [M!0.U?9?@'_@AQ\4-(^"EO^QE\3_^'WQ<\3_+/^GZ=_9=E\.\+/=Z=*3NS&AB#!_)P@"CL_"G_%^S?M-M_M)?"'?F6CIF&[^/>OWMEM^S-\5[QOX>U=]+<@2;5Y+2ZN9XK2X4':B?Z24+!\V(U/4E@#[:K\2\[_9@_;MC_8=T#XN>"_&_P#P2H^'G[9GP,^(OC?7|:O_(]^.M;L9O%LMQ>S.TD=U\/!-M)-=7,)W*!;D>6ZDK)NP3^VE? NG?\$4_B[\$M4\4^OV_\ @]^\2_@O\,/& M6MW>]ZI\-M*\,.3]D6FSW3%KA=+O+N(SZ:A))41DE2<@D\T ?#?]'QO^$OQ M_P#V'_V ?V>/^"?_ ,*O$'C_."GCKXBW5M+\+2&_C/^R;C6WT5D\CP]5_ - MYRQIY[S+L.^-A!%Y>0<'H_[4/P'"'A'C[%K^'[F(NN__P'"M\G^!JF_P 5 M_#3XG:7=:=X__]KP^&NJ*\>.[T-[>&SM/M$,\)8>7O)1@JX=P?M?Q9_P1 M&_8OUW]@3P=_P3[\.Q^)O#VB?#O4XM.\">-=&U@1>(=&UU)9)_[7CNMF#SF/"7_!&SQ_X^^-\@7XL?\%/^"AOCWX_V'PNUJ/6/`@ MW6?#>F:+I5KJ40O!>WD5C&#?SQ?\$C_/@M#XXNM=%OX;^#?[1OP9G\5VZV\0CM=.\I>%+1FOHH MD&%O0-I8:X;&"SX&. 1]??!WJA7PG\'OVZOC%^W3IOCO4;S5OC%I&@6&IZ%/;M1K;Z>NE6IMXVBE2/[7&C02VIQ:Y?CRIH9F5QW*H2#C%`YC_^+[O-XC-OMVG/\IOB_I36_CK[I_P 3VOQ#U:,_E]3$@FDV:MWACM%62/I*%R17T5XV^ M'_@K]K,_(+Y_!;]GC]L;PY9^(/ OPV_9!7QSX-|*:[MQI]WX@GU2.QDNG@ MD!CF=("H8':UN&&"*^V/VW?V!_AO^V=^PAXA_8#?7KGP=X6UO1M.TNUNM$M4D?3;.RN;:>&.)'^4@"Y2//Z*.Y+]K/_ O=>#OVGM3^'/Q.^WQQ\5?"SXM M_">Q;S\$?%'P>D#W4=K)&(YK2[MIT:&\M7 R87);! =U< \9_;L^_[(_[M:5/\=/VX/V5?%^F_#fX\7GI.OB'[/O#.K6-A;ZU#9037"-VVE)&)+B>VD1 MUNK$_'7[#'[/_ .7)XL_X9^%A7!Q_!O7\-?B3X=^(?@.+4]9^)V ML?M"\#]WB2XOH//?5\TFV2XMKC=)O16E+VY54#9CS7Z-?LM?\ !*;1/A9\ M8/%7[3W[6_[0WB']H#XI^+O"+>%+[Q1XST>RLK*QT%F+2Z=9Z;:(L%M%*Q)D MQNW\XVIY-_DEG_P0B^*'P[^'NJ?LN_LW_P#!5KXQ>_/@+K$MRL_PMM-+TR^N M-/M+AF:-RL-7N(C=6+[;4=$^(%C:MG_M@_P#!*QO'^RQ^T1XE\';KH?@W4?#^KVMS MX6\8VL*?:+[!I[!8X;B9%574.LFS$:F0-Y(;Z;^-?_!%S]F7QS^59\)/@\!#_M?%'B3X3:E\!;S[9\(/'/@ZZ0ZEH=PPQ<-)YRLMTERWSSHX'FMR2,D%GP_X)_M3^,M!_:B\;?ME_MM_MO>,/C[X]\ Z;>V7P[?6?#FFZ'I7AT7D?E75Q%8Z?&[_M/#++35M8[&76;A1\MLMQ*&2(MTW,"\!7@'[$7[;_[?G[17Q=N_O!4/_2BU_X(>'8-_M!FO;?Q?]GQ.T_68[B[26%$LQ\;.1ZLZ22(O)P/)QEA7U;10!%?V%CJEC-IFMIV<5S;7.317%O/&'25&&&5E/#*02'#P0:_/?XX@+_P_\GP,50 !^S+XBP!_MV$&KJ#:\%9?L*^$_&7_4,\&_!%"[GOW]..L^#?AY?^$K;P[\:1FUN(;]< MS-.SGYPZDX`&*`/F'5$/AW_(.H]+U+Q%\L'B'!B2:R\/2R='N8?$_G2Q)G MJRQ[]D#L^:3]N=3X@_X.(?V&=)T'Y[OP_P"#_B+]FNB/EHK&?2#;0N_HIG!4 M9XS[U]"_M\?!$XO"7[;.K^!_BQX:^,'B7X7?%;X8:A<7?? P]^)W@<3Z;]H0 M1VM%&M-#,K1W=K*H >%\ XQD*TBOC?L5 \$QO^S?\ 'GQ>\)^T+ ^TQXG^-\HA-180'EZ@X2%AH>(B8]2DY25EI>8F9]BHZ2EI]>H MJ;RL[2UMK>XN;K"P\)3%QL?(R;GZ.G]\?+S]/7VM]_CY^O_$!\!_;!0$! 0$! 0$! @,$!08"" D*"__$ +41 (! M @0$ P0'!00$ $"=P ! @,1! 4A,08205$'87$3(C*:"!1"D:&QP0DC,U+P M%6)RT0H6)#3A)?$7&!D:)BH*#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6V-MM!BYNL+#Q,7&Q(C)RM+3U-76U!C9VN+CY.7FY^-CIZO+S]/7V!_CY^O_:_P# M-0 "$0,1 #_?RBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ H

*HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "JFOZ_H?A70KWQ1XGUFUT{3--M)+K4 M=0OKA88+6"-2\DLCN0{J@L6) !)JW7RQ_P6U^ WQN_;;_X)5?&KX'_+.= MK<77C'7/"JC2M/LY-LU^D-U!/<6B?WGGMXIH00\ $90O>@#QM?\ @Z(_X)#- M^T!"\&?^%_W(T.2S.WXCOX;U!=$^W?;/*^R>;;?.,?-HQ|GP\ 6=Z_0+1] M8TCQ@#I%KX@\/ZI;7UA?6R7%6E>V%*=/L_$'ACPLFD_#;5OB M/>2W|MQ>_ DERZ*6E6*-FV*%(^1%VE1B@#O=8_;,^_N@?M"Z-^RC|WQ.TZ+X MBZ_H%QK>E>$P7:ZFTZ!}DER0JE8TW9 +E=Q5MN[:V-/XR?&OX1?L\?#C4OB] M\=?B5HOA'POH\0DU+7?$&HQVMM_"0J@NY +,Q"JHRS,0H!) K\>_V3/V+/'? M[%W_ M)HF^V:>WEI%<&WE95O%B_?]8,2XN,$;"[* ?6WI*7 !5;_@G=^V_XPNOA[^R MQ^UIX4\7>(+2%Y1-"M;B2WO)(D^_)'!<)&\R+QEXPRC(R1D5W_[3'[67]-G[M&WPX;XM_M1_&G0/ _AX7-MX]1UV1$?7VB0D,O/(0K'9&K-A2<8!-?D7^?T MK^U9^PY_B58_X*,?LC>&O^"0\FG:I\02A[\2+,O+XQI>$Z5X.FT*/1_"=L4-Y M\)INH;>2Z.B9"P(K['3@2O7NWB.PVS;_;<_X,| (?LY? &+6 M?"_AS5%GLTU_4+NV)OFA<%&D$%PH!(.UK;%AAE!H ^X_P!DO{OC]C?]NSP_M?>)?V1_VB/#?CFWTMT75(=(NB+FR+YV&.WD"S1!L-M+H VUL$X./7]_+O_@H M/X,\& L2?\%QOV.OVGO@5X6L?#ES\9=3UOX>_$ZVT>V6VAUVV>*V^Q/.D8 D MDCFFW|R-Q^SP@DA *_42@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB-M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH HHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB-M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB

@9_P5R_8!?M":E\+++&Z\,>/M,==>\%^)+:*_M_@@N|;Z,*XM95D39.B7$#%69`4(Q5^_6H?#35]7T#5/$GAXVUYXUD@F\I=5@,JAXK,21RQ1JH!8QN9,-^*

*M[C_4F[N[2PM9;^_N8X(((VDFFF<*D: 9+,3P_,DFOS4^*]E9Z;_,'4WP=T-M[3K2*WM[?]D6_C@@@C")&BZIJ`554<_<_"I__@NI^WQ\--6^,/@__@D)-MJ'[2FC:"!?3?B-IPU?XX?$;7=8CTI=>)\((\V5[.M)92_]Y?F-X0!NV1;BRE78H-M-5_V*?\ @MM\?^YZO^"V=_|-LT?/#+3(+/|GW_A6,]:IX)U:XTH"?Q8|G]'V)-MI8AG;YA:O<1W<,:K@%,<,P#$@>N?\%#/VZ?*

*VM[!MCP+_P_$KO\ @GO@<Z_ZN>^-M89XH*3^+O"Q \86#WMEX.\/QRF%)4MD(6]S1<5+8;X15?*KNB!?$OF1_&7A\! M;9_X@_"-:@X7^&WB_X_M-_#+2O@[X3_8YC&KZF^\)(!I5C=QZS=-%IXF-MW;?.\ID;:26(8,#?'EI\6?#U!]/P?^+OA-M+03I#7M[8IYEYIE[:,C&D@C^=&CX^:-G_:?^-[-N?:OTRH-***\-/*/VY_\DT?Q[_V-7_\M0UKNOA=_R3/P[_V-K3_T2E<+^W/_,FC^/?^P"__*&M=U\+O^29^\?^P%;? M^B4H-W;***-"BBB@-HHHH-***\-"BBB@-HHHH-***\-"BBB@-HHHH-***\

*[/(Q6>Y9A;KH_/47V()SE\U&[7K*R\SUHD 9)K@O&G[2OP@\%7 MG]CR>)?[4U-FVQZ3H41N[AV_NXCR%/LQ%?)'QP_;I_9;\->(7\"?$O\ :3\1 M?&3Q80V/AK\&+ (W;>5^\DKVY$0"_Q&25'49)''!K7^$GQD^/?C!5TCP#!$=#^ M&MO> K;^\]"9=1U=TZ;KJ^VB-<@Y*QJQ0@$3G!%?.<<<5|*>&N7PQ&=U92]U M/X5&FOWM9()4X/WY)O3FY%//!S3;//PV8Y5G5=7L%"--+>4G[1QI5!\D7Y.H MY?W#U?XF?M/_ !BM8?)'T;P?9^$TF7,)UV47&H.IZ,+9.(3_UU.#SC-?,_C_X MN?'/Q_JK^'?AG\/? %GQ9\5+!)M-C82K!]A(>US>2;;6Q&.=G.A&"(V'-?5'P MQ_94L6<>*/BW=?VMJ,K<8UD\I>)Hx5Z_INFZ=HUA#6D: M?!:VMO&$@4K-D: @>@K\HIY%QEXJ5%7XMI_4LLWC@*4FIU5NOK=9 M/G:?6E"4?^W)1N_9IY8IL(^95Y5*O\|K-1_P025.+[2<6^[9\+?#_ /X)V_MV M_&"R9?VG/VMH_AMH%V/]+\$_ ^,P7EQ&? X+C6)P9B<?4_&OB"87%^!UDEEOKIF>,'DL RI[*E ;/_ M &]/AA\#?$D7PC\%Z+]'Q!^)5\,:;X \)KYUT&(R'N7 *VD8R"6?Y@IW!2 2 M.!T'JBGXU_M5ZS:_$?\ X*+^-(KK3H)EN-(^#? A>Z>/!<.]@SYVKB<(L; M*G>O[4;2[$TL-F&# _W7$RM_+47M(_C:?\ Y.?,/P_ ;]\+>.]#M]5U#5=-U{3)B5B\ M0^&(N,>-B.#N"_5)!Z[2.?W:],D\&_ +XWZ>=7? PUH6M*_W[E;9!..A/9F $B M'V.#7">)?^"<7{(.K>(9O&GA#X4V_@K7I^9=8\"2G26E;UF@@Q;W/KB>*09Y MQGFLV^_9+^(?@"8:Y*_B+-=SP?ZI;D"VN64 <,|> (Y&)Z_+&OMVK\)X]5/%K MPT]<^&F\YP.?2EC:.^3<*]N_\2;ZI1W.AALRI>RQM**?_@4'\[*ZG]-4N].Q; M]E'PWH3&;X7?$/Q5X68*6^G:R!_M#D_L#]KCP?SI/CKPQXN@7^ M#6=.:RN"/13"2F?=JY32?VK?'G@&X.@?%[P% M0R+[UN^:/V^_V3]9U^:P=K.Q:L?"VN7!VP;/XRSIXVQ71&>L#R#WX M-?HW!?BSD"[E1P-53Q$;\|"M#EKPMOS1? OZ=91;BN|SQ,3PWEF LZ;E00LZ M+O".FZFN,#[=9)*1]"P)X5]QI?+JO\2BXO^[+ M3[I)QE)89 R ML/8C@U)7EUW^R-\++>X>_P# M[KOA2ZD;2!Z&: [V^I%'U7!5?X5=+RG%Q_% <&\N]*69KI>SE\D!JM%>5?\+A^//AY?B!.^SM=7L*_>OO"6HI=;OIV!L/ M'FQ6_A]XK@*[0^5EXAT^2U=?KFOW6@7O\5EXAT^2U=?KFOW6@7O\.N\6I?^DM MV^8X<29/S*-6I[*3Z5%*F_ESJ_EB;2-(!L]+:-LI(:?WDHQP=_M[=#W55KZ'_9^_;S^:=U\&;&Z^)WCBSL-4TP?8[M+F4F:X" ;)51(67YCQ%B\%5G&%*\|.3:2?+ ML!>FKUCY'N=%>5?\- /R>)OW?PB^#OBCQ+N_U=ZU[]BLW]/WTW3\5H^R_M=^_M-?\ CXU/POX*MGZ"WA;4;Q/KNQ$?PKR/[+KP_C2C3_Q-7_\ 5>7X'U/^L6"-MK:82$Z_^"+) %C$Y>VOM3:&TS_LPO8V-M]!5VOA#X52#;P"]CP:X&TS3G48\ZWLU$1^KXW\)31[/*Z/Q3E<_W4IHK[W=_^M2C]MQ'BOX=*G17>K M44OK]*G_*.8^:7,_ R:\?NBA?V+L_8_I_OF^J3\HM4IL_P#DEI_?-GEUI^R5 M\.,ZX74/B+K>O^+KI3N$GB#6)'16_P!F-"J@>QR*[WPSX(\&^"L;DX1!*Z= MID>,%;&S2++]=H&?QJYJNK:5H6G3:0K>IV[G:6Z,Y[JZF6..-?5F8@ ->YKYW M^+Q_ 5S_P""=OP9O#HVN_M.Z%K.J%_+BTCP=YFM7$LQ_/,"R615?\&'9>>N M*N'IL9L_9TU.IY)-I?):.+[C2&#X?R3[XHTZ3?VG92?K)^_FV72%%?"' #RK M[[/XP_N? V0O^"7_O.U[*7B'7_B7EKB:M.E_MBDF__8G.IZ\:7_@4^6+`3W23]A7=W:6%K)>WUU'##$A>6 M:9P[HHUZDH]:+[_> ?&7_@]O\ !$]?@.]AXZ_:I\+SWZ-L_LKP[1%VF[T?08(KAQT^>8 M+YCG'=F)H[GD.'^*I.J^T4H+_P "ES/ _D0>TSNO\(4UWDW-_ ^ QY5_P"3 ML^?/^'HOQN^+G[C]CK_@FG\6?&*2<6^N^-(X/"'VER@_N(Y[HL9$'7[]DXQQ M2?\ "#?\%L?CKSXI^- GPD^!VF3?=A\(^'Y?$6JQ*>JR->$6^[MNC(I;^QZ*/ M[5P]' =L+"/G*)1_ ^3-P_P#)$'IF5ZW^\8B#O#MS"!LU&RT.$WAQTW7+@S-^+FO4:*Y)1G&.8]'LZE.7+_*G:/_ M ("K1_ WH95EV&GSTZ2YOYFKR_\ G=_B%%%%>:>@%%%% !1110 4444 %%% M% !1110 457U75=.T/3IM7U>]CM[:WC+SSRMA44=S7(_##X\^"_BGJ-Y[&D- M):W-O(Q@@N MBNRU3G*+DEHCMJ**:++%&ITTBHBC+_OP /4FO:,45=D#]*XOQ3^T"\)/"6Z M.]707,R_P#++#)SMGTRN5!^I%>?:S^\)J.K77]F?#7X>SW4S?ZIKS+L?^V4 M7/\ X]7YMQ!XO^''#4_98K,(2]I>SI7]SOVY::E9_P"*QO#"UZF]C^A[K63X MD\=>#?!\9D\3^)[*RXR$G%##M]%^\?P%>*?V%^US\4AG4M2?0[.3^%11: #N M"L8,I^C5K>&_V,M!CD%YXW\7W=_*QW/':((E)[*S;F;Z_*:^8_XB3Q_Q%IPS MP]54'M5QDE0CZ^SUG-/IRM.W0T]A1[_Q)_):FAXI_;%^'.D;H?#>G7NK2#[K MA/(B/- G^:_QVN9_X7^%TQ\3OD\ >*SI#M)RYCM>,?I=9OD/X &O7/"WP^ M&?@W,^@>#;*5/NW$T?ER@^H=\D?@;Z6C_47Q5XDUX^S_P"\KP>]+ P1G[U>= MZGW4AL;#4_@A?S? ^1X%;_LM_%'QO.M_\4_B0W7/E"5[EU[OF"IGX9%=OX6_9-M9^$7AO;+=:1-JDR_\M-1F+#/^XNU2/[#7HU%>WDG@IX<9+7^LO!+$5GJZF(:MK3; [OGO%/S443/%UY[U[+RT*^F:3I6BVHL='TRWM(%^[#;0K&H_!0!5BBBOU M*E2I4*:ITXJ,5HDE9)>21S;F9XR\%>$/B)X9O/!?CWPQ8:SI&H1&*[TW4[59 MH9T[&1P0?7V(S7RW? _LG_M)?L2'RB]#0Q1_P)#X0\UTM0^'GB_46:!03E MO[.O\):V5F.3X;/1[JO"K'X M:D7:$ 'FF976_A]XK@>RZG:.H MRQ5&QY\8Z[TSP06'Y KV>O*OVF/V- /@:^U3[HM)\0[*FL]>TTA[!\8:%:.35 MM*D!RKPW"C. >=C:DSSC.'/&5^.?[7?[!:#2OVKM'NOBE\X#M@^*GAFP/\ M:FDQ= =3LUSO4#K.A/ RQ=F"C+VU7#Z5M5 ,OU73U6GH>;_:F89-[N.1YJ?_ M #^@M% U\A]X>A])2JTJU-5'#*?\%//VS'_P""?\!?Q+_ &PK7PQ'K-YX.T))=+TR=F$5Q>W%Q%:6 MHE*X;RO/GB+X(.P- @@\U[S7 _M2? #X/?M3_ +/'B_\ 9Y^/^FK=>#O%FB2V M&O(UR(3'$PR)4D/^KD=5D1_X613VH _'=O"' !?:[_:"M/B[X5_X*/P:U\6 MKC[EX?$FV^%I\/K)M NXK&- ,>&HHEX>1E8!;S:)FDQ'O"GS1^K_,)OVKKG M3OV'=$;W_;7[*\)':JV\(QZG\0[)\12^6F@7"C;.A))8IY@/ECEV5T&-QQ7-MY-W_ .S!_P %=/\ @EM_P"K@>1

*T2E<+^W/_P FC^/?^P"__H:U MW7PN_P"29^`?^P%:?^B4H W;*** "BBB@ HHHH ***** "BBB@ HHHH ***** M"BBB@ HI&944N[ #))/2N;\0_&;X2^%-P\0_$G1+5UZPR:E&9/^^2Q_*M* M=*K6E:G%M^2N85\5AL+#FK345W;27XG2T5Y=5K7PI-K/B*93@PZ% MH<\ISZ LJ@_@:9_PO/XPZ]QX`_9BUUE;[LOB#4(=/V^Y1MQ_"NW^R25/\ @4C+$<5XSX_ &SOV2/"/F?\+C_X*SZ!*R?ZZ7\%;G;^2/\ MV=MEYSY^HS730R2M7=HS3\HJS7NX;?K-TZ;^?/-2_\E9]E M7-S;6<+7-W<)%&@RTDCA5]R;Y+)O#^T#\$O"VY=:.^*6BHZ? >BAOEFD'U2/)+KS/AWX7^,GQMOS;$;>'O!VKWSR-TP\,+=6/;GBNK\ M/_M=?.8R_V +#-/_ 1#\?.Q P!3/XZFTSPP_L7:X\QA\":\#_5R5+^-&;_ @M\E%??*

4E^AP_ZPYCB/X7LH_X74KO]f<(K[I/U/L_M=_#C4B4\"^&O%/B=NBG M0_#TS]3]9-G'O1_PM_\:!\0<>$/V:KBVC;[MUXAUV&WV_6(M^1KQ >/_\M@N)\0AM\,_L]_7X)EM6-I M)X[\3WM\US/C"E_M5SY6 3D\#([!XJH8C+(345B+7_DHQ7_D\Y1DEYF=7*<3 M*E*I5HSG9_ O*]1WMVITTXM^26NQX-\3M+TNU^//C75?!?Q%M_$?A]O+%O"*

*M=U:7D5V&@&G6PFD-RF3.S7G)V_ J(%P,UG5Y_P!I'X`?LG?$W4/Y^/C!-MXKA\+0?#D5M'>Z';Z/<31VB2V\4**UK$\6WR98R C$*#MX(('_P##QK]C M3_HL? _EO:C_\CU^N87"UWA:?(G-7UC)XQT2-#> MPV5Q8W"-%"7X$CNPB1OX/M#L 2 *^W_@+_P2A_8N^:!?B#_A8-U\/;CQYXSD< M277CCXF7I:WJ>M?!?I.O[5GP8,:+^,^A_!_P#9]^(#*

*MZMXQU2667I+"/3K]U9WMX9+EV$MQ"&A6.%W^9AG;@9) /ZX>"!+]Q-]7A'3K MWQIHO]GZL]JG]HV8E1Q`;!AL,C,I\(R,$\9YKX/CG$Y\CA)TX1]N"<;.*]V3 M5VTWM)O;NM?=37=G[3X24X5L'5HXK#MN$N:,Y1;CJDFDW]DM'I[S3{(U0 H-M"J,_= ***H^(_$V@>$=*DUSQ+JL-G:Q#Y19FQD^@'5B>P&2;_+,3BKSWXM_M%>#OADLFEVKKJ6K@8%E!)\L1_ MZ:-_#_N\MI#..X#Q;\>/B+\8]?PA%-(N;>Y;B:"RS,O3<6Z0I^.X^HSBN MO^$GI,/AGP.T>O>+6CU?5@=X+KF"\O55/WKG\+0?)K&\+Q?B)OQ_BIY;P#32*

MD)\M3'58OV..ZHQ:O5FN]N5.UURM2.M4=%/O5{CX,\""<%?A_I"Z+X4TF.UB&#(P M&7E;^\[*EC]>G;%8'QX_;*^#'I,_@F3X@?&SQ[9:'IZY6 3L6FNY_^7!$N7 MF?\ V5!*

(')P,FOGG^TOVU?\ @H'\FAIJWP^$=SUOYE"'^*_$,!_YYKR-/C8? MQ85=:F(JOFJR;WU>E.'9*VB2;DTCP,UXCI M4*RPE*+J5K75*%KI=')!0C_>FU?[-WH=[^T'^WJX&^&7C$_ WX*>$[!XG_"M8%8//GAAPPLFZ;[ZYYCM(UR-V[+0'!+0AA {JY/PC^PG\2?VA?$EG\A=M_%-S;3"XT;X7;&SQ>'-&;MYB9W7LHZ%I"5^\HQ<8!M_9[_&8_@C^RYX.'*

M@GX^!;,2;>0AKZ[YDNK^0?\M;B9LO*WZG SA0!Q7?5^A++#SK/FQ#O_'5\ M*]?YOGIV'F0R7$YG)5SJM=Y)1ZJ"~I#IVG:?I%A!I6DV_M-K:VT2Q6UM;Q!*

(XD485559;R=F4_S'0BM^BN'LMP&<8"I@L;352E43C,E=-/H_ZNGJM M1QE*$KK<^)OB/\/$?PQ\1R>'_$$'JUMPKVW7?"WASQ/IF_X2#1K>|^QW GMO/C#>7(.A M'^'0U?K^<>#_ *;W#7#&E7-L34|OAX-2H4I*_*|U"M/D?P='O+56.^KF%2 MI2Y5H^BBBOZ^[_[4OA$>#OC1X&M]3CA) M?3[!*B0S3Y.TEO.N'B;(IX,#@=2!@PKF^V=V/UO\ @G]^/1>31;M\=?*

*A);=-4M MT#>*_#\ [RIP-0C4?Q A^]) 15 /UY17/5PT9RYXOEEW7ZJUZ_*QXN/R2ABJ_MUJA)T;_|\=VELI^/.(E).WV7%ZG%? C]HGX,?M+ ^"8_B!\$_'MEKNG-A9_L M[E9K60C/ES1-*

AX7_-EP"1R,C!KM:^>/CM_P3\|+>+O&TGQY_9M\;W?PJ^)J MY8^(_#T0^R;J&/MJ_;/L M/F>7]H\O.=F_C-=/0 4444 %%%% !1110 4444 >4?MS_P#)H_CW_L_O_P"A MK7=?[_DF? AW_L!6G_HE*XS\M+3Y!7_9;!9Z1:X\V\TL00Y{N\]*H_,BNK^#_M>IVFK_"?PW?64H9#HELC8.=KI&J.!U\964^X>9=WH>V]CSKGM?ENN:U[7Y=[_M7TO:U!"/:0II/K;_P*

*CI;***U+"BBB@ HHK.UWQ?X3\+IYOB7Q1IVG+C.Z^ MO8X1C_@9%5&,INT5=D5*E.E#FTTEW>B-&BO-O$7[7GI.WAH-]K^)=I<,H^[I M\,EQG_@4:E?S->+_ _!!_X++?*

L8>!+BXTZ3Q[H[7=L/WMO?;|965#_@!E;3_Q MRO4P^19SBG^ZH2?R;_,QX.)XLX:PKM/%0;!1?,_NC=GUC17YZ7'_ 7A\%^.

MXY8_@+\,!2\3W.4%EH/A/5]5E9@<84QV\4;'T^?'O5>3]MW_@IU\68T?X5?=ML_%T+*/^/77]%TWPNI/WUY+*ZCW(KTUPAFT/\ >'"E_CDE_P #\3S7OQEM M7_=*-6M_AA;_-*

<7^%_(_1.L7Q#\2?AYX3W#Q/XZTC3RO5+S48HV^F&8$GV MKX$?X/?\%E?BT^^_^$_@'PY'+]^#XE?%6_U81#N NE)&N?;,,UL^'|@F3_M ,%

*];VMXJ_;6^'G@Z(RVG@WX06^IMCT2XU.1I$_P!X6^C0-I^9.^>>]>-Z?`M_P $@;K6[<0?&#_@H?\`M!>((3_K=*TGQE'H^G2?6VMHCDX2P_VYS_[=:7_ M*

52:_$/9<;8KXIPIK^ZDFOO59/\#&\?_P#!5+X:^%3(FO\ [3OP++\:/[=:_MCQC_&U=Q>WEV!?Y08BO-)?^"'L'P?!>2-#X'_:)^*?Q$.XK]@^$?P:NP2W0J MDLZ1%N>,U]D> /V+?V/_

(5!&^"'']+?P'T22/I<=:X/LXI2?4R'>Q)R2:]+ MBBB@B6"'')41%"HH+3OP+#\'T :C^<V,DH?P<,WZN" ,.$Y?=,/)6LUQ^\XN3^<__M &R=:/WP;/SK7XT?

&OXDD/X# P"'"57[0WC9G.8C\?/&=MX,#'MN$CG9]#72^ M'_!'_!5C6|I^'W|# P"S=\-@W2;OOX@N]AP=EU&?.W!W=0II P#@7(Y_^3'QS!^RE_P5O\;Q+#XY M_P""EGA?

P7:XQ)IGP\^$MK,,?W4GO'#I]0,T_P#X=(:CXQ/F_';_ (*+_M%> M+=W^ML+;QX-,L)/7-O!%)[^PZ*XO[?S&+_=\L/\-.$7[ZC?\3UED> ;_>'\[^V=5_9W_.;$CU%CF;4?%?B74=0DE

M/^TLLYC/_?%>$>/V-/V1?A7L'&_\O_T.2/&V?3/!HE*3ZF18$\'W))_MKTJBN6OF^.XI6K5YRJ92?ZG30RO+<,[TJ,(^D4OT$CC2)%BB0[@1548 'H* M6BBO/X"888@ HHK@?*

*^&C?AU_PL7-A7WV__*9_VEN'D>?G'E9_3=TS MQ[UXF=<29#P[|'^T\3"CI:;IPYG;FF]DOU>RZM7+A3G4ORJ[CO[*S?%/B[PW MX*TE]<\4;M%9VR?QR'EC_=4#EC[#)KPWQ*

&GXG?'35I/!?P=TBYL[$\7%W MG;(R'^)W'$2^P.3ZG.^8XU\2N'^"G##5>:OC*NE++#TESUIM[>ZOAC_>E9;. MUVK&E*A.K[M$MV]CO/BY^TGX2^'/F;/I!35-77*FVB?]W W_ $T8=_|*

9'/K MCK7 ^'@#]4_CWJT?C+XN:K<6.G'YK>UV[?9#VCC(;$: [3#)X.#UKNOA'3E^OEZUKV55=77#";5/W44?],U/4_[1V] M9?[3/!;?P6_9B>U\-;_=7FO^ M,=5PN@>

#%N:O5M1D;IH6%.8T//SO@'!VIB.5\%2X%XG\0:I%"' MPX\/FQT.QMM.L;>,R3R%@HP!DO(!=>!RS'H^*[SX,?\$[_M4'CO6K:7R-*

*8\?:BS1^&=*8]VG'_'W(!RQXL@CD%\%:R!7]F+]I_]N^ZC\3?M MR^(7\&^'\&D$MC\%_"6I,&N4SE?[5O4PTI29BCPO0CRV!!^HO G@'P3\,/"EG MX& ^'?A2PT31/B\NSTW3+5888E]E49)YJZDDDDDU^U83"PH866&PE-4.,$E M%12C9+91BM(KY'I\D?+.MG6>OIUS8>@_M-?OIK^[%W5-/O).?!V#LSP_X#_+ M!/WPOX1\;1_'K]I'QK=_%3XG_P\1^((A]DTHYSY=A:?*

ZNV13T8#<<#DKLW$5 M]#T45Z-*C3HQY8*WZ^KZGLY?EN"RNC[+#0Y4W=O5N3[RD[N3?5R;84445H=P M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !163XX\">"_B9X6O/__MQ"*V&M:/]$?EWNFZG:K-#,ONK C(//4$

*C!%:U%)I-69,X0J0<)JZ>C3U3 M7F?(IW^RU^TW^Q'=R^*/VOK>+/!*R--??!;Q=J3%85SEO[+O7):!NN(Y"5 M)))+DA:!5_9F_;@^'#'[3%U<^#]+EO?*

#7C;2\KKO@#Q3;FTU6Q=1\W]HO|;@Z M[TR "-P4G%>QUY-^TQ^Q=\#_ _J:UMM0\;Z1:Y/85&M!Z?RO;Y/T^*\D?-/*<=D_OY3))>SZT9M\G_<.*

M6KIO^[.5/HHQW/6:<^1(_P!H+]K/]A"1=&_;"T2X^)'PWA(2V^+GA;3C]NTV M+H#]EDF3@#&9H\].3({8&'^U%_P7+_9=^!MS:Z+\);"7XE:A<6D=S))H^H+; M6-*

*NCJ&5'N&1SYN""46-MO*L58%0I9AA:<&ZKY6MT\|_@^JNB*W&>0X'#2]8 M^I\"4;NNC/M>BOCS!B;_@LK\"AVNO*0\)_$'A.]|*

*M$>*+\D:59WH\EU:7[@9[J.X"H1*0"0KHH;HI+$"OL.MZ&(H8[/2E=']Y1G> M59_A/K.7U54A>UU?1]FG9^32"BBBMCU0HHHH **** "BBB@ HHHH **** " MOE;_ (+=_'#XW_LX?*

\$I/C9\9_V<[N[M?&&C>$U_LS4+!3Y]A'-=007-W&1R MCPV\LTP?^ Q!NU?5->6?MI?M1?LW<_LW>(_CO^UQK2V'P_L(H[/7Y9-"GU M*.1+J1;9(7MX(I&=9'E6,Y?9_S$#-_'XM?

[_@BM_D?$#VK/B\Y3\$?LZ^ M.;R_\1^)OV/X_&B_&.\Y7DU^GCIM7C3^U)Y(Y3M9)&,4EOM&Q0PVK/.Z M(Z)XM_;._8M>KY.?X!.;J_P A>(?#MAMXGN+?3YM1&K^-*

*//B9R!821;=T$31QC 8#.*M]^?\$-/VS_(I_M^_\$O\ MX9?M,_&^*-O%FI6U18:[?06RQ1ZA-97T[G]K5% 53*(0!:0%$A<*.H_!\+__M_+)?Q2_X*4_$#_@XS^'^L_!0S3-/\'L_B/X!:SK?*

@_P"$V@ZR;JW:7) M=201P7+K^[FO7:V:264%L[D'R\1%']&?\%QOC"\,_B=^T?\ LX?\$F?@'\6M M,\"3_'_Q%J5U\0?%OA>Z-OJEGX:TNW%S.1Y&TY1V5L:XR?\ MK6?PB_[-)U"_*

-,NH5#_,%"D'P^_P"'#BW]A?XJ>)6$&BZ[X\:_^'+6DX1; MXZ,.(X\|F=[N% .I+<=/,_VS/X8]0%~,2'GP<_:_ 8R^+GQ M_AWJWQ/TMWP?\:?*

AUXH\97>KZ=]NFWXD_XF:+=>)KB:Y2WM=+DN(CO6 MW4302E01O$DN<,D3I_P=5%'_!/3P7\%=)82:]\0/CQX7T/P]91G,L]T\D MS@(HY/"8R.[=Q2_!E!\/?*

@ZK^,.F>)V%N_C_]F'2M3\-M-Q]{CM;RSM15 MCS]X[H)FP.T3'M0!S7A[X>ZE_P $2?\ @K%\#?V?/@O\0&0&6]? #\]>UU;0Y M/ OB_P 23ZM'X7\0V,44D%U92W#-

)&\LYFAB9"QSNE9BVO^)M?F=_P6:3_A M//\ @K'_,$\OA#X<87&M1?%/6_$=Q;0\O#0#8V,%G-+(P'(4K'+@G@^4WH;_3 M&@ KY._X+A^$_$GCK_@E_P#$KP?X/T2XU'5-1N-

*@L&TC+232-KVGX4#^O0 M#)/ KZQKOC]O+4V\,? &X\;BUU&[&FZSID3V%Q@X E6ZO[>S:1P>"L0G,Q]HV M]\PS3.\DPDL?D^%^M8JE:=*C?E]I.+3C&_F^F[V6K:/,*6&K9?*

*6IXB?)3< M)*4OY8N+N_DM3\V_^"?_,P'X=_9/\-#Q?XO2#4?'>IVVV_O5^:/3XVP3;0'-M\M[H6(P/E')_P4_8#\,_M8>&CXO\()!WCO3+;;87K__"QZA&N2+:<_GL?]*

ML:#\X^D(X:F%;BWD#HXRK>"*)YX;:%6BXD

*4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !6^0/A!X#^~'@K4_AO\4/!>E>(O#VLVC6VKZ'K=A'=6 ME["W6.6*0%'4^A!K8HH ^(/V7_|@@'_,$!? V8/VK&/{3?AK|G?P;=/J.K M:=??#[1!C1))4\'/!:)',8//FD1GDN%:X5PB-$6 3&T$OK/XV? GX,?M)?#F M_P#A%|?OA=H7C'PQJ8'V!0_$6FQW5M(5.5?9(""%=3RKC#*0""",UUE% 'SQ^ MRY_P2:_X)P_L6>.)/B;^S'^R#X0\+>(W1TCUZ"U>YO+=!#K#-G;_8+,()@"!-$_# MPR ,PWQLK88C.'17H-% 'D/{)7[W{&W['"7A^_| #7{(W[._ASP-;ZJZ/]LV MDVI;YO2F=@FN)6>;4+N,;K.0NY\L 9.?7]** "BBB@#RC|N?_)-'\>_]@%__M $-:[KX7?\DS\._]@*T_]$I7"_MS_P#)H_CW_L_O_P"AK7=?"[_DF?AW_L!6G_HE*-VBBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH \H ;'G_ .31_'O_ & 7_P#0UKNOA=_R3/P[_P!@*T_]$I7"_MS_/)H_CW_ M + +_P#H:UW7PN_Y)GX=_P"P%:? ^B4H W;*** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M****

*\+/_("0/_R/7V'10!\>?*8_P""_MU'_1XWPL_P#"0/\ \CT?*8_X+4?]'C?"S_PD#_\CU]AT4 ?'G_"F/\ @M1_ MT>-\+/\ PD#_ /(]'_"F/^"U'_1XWPL_\) __(]?8=% 'QY_PIC_(+4?]'C M?"S_ ,) _P#R/1_PIC_@M1_T>-\+/_"0/_R/7V'10!\>?*8_P""U'_1XWPL_M_P#"0/\ \CT?*8_X+4?]'C?"S_PD#_\CU]AT4 ?'G_"F/\ @M1_T>-\+/\ MPD#_ /(]'_"F/^"U'_1XWPL_\) __(]?8=% 'QY_PIC_(+4?]'C?"S_ ,) _M_P#R/1_PIC_@M1_T>-\+/_"0/_R/7V'10!\>?*8_P""U' _1XWPL_P#"0/\ M\CT?*8_X+4?]'C?"S_PD#_\CU]AT4 ?'G_"F/\ @M1_T>-\+/\ PD#_ /(] M'_"F/^"U' _1XWPL_\) __(]?8=% 'QY_PIC_(+4?]'C?"S_ ,) _P#R/1_PIC_@M1_T>-\+/_"0/_R/7V'10!\>?*8_P""U'_1XWPL_P#"0/\ \CT?*8_MX+4?]'C?"S_PD#_\CU]AT4 ?'G_"F/\ @M1_T>-\+/\ PD#_ /(]'_"F/^"U M'_1XWPL_\) __(]?8=% 'QY_PIC_(+4?]'C?"S_ ,) _P#R/1_PIC_@M1_T M>-\+/_"0/_R/7V'10!\>?*8_P""U'_1XWPL_P#"0/\ \CT?*8_X+4?]'C? M"S_PD#_\CU]AT4 ?'G_"F/\ @M1_T>-\+/\ PD#_ /(]' "F/^"U' _1XWPL_ M\) __(]?8=% 'QY_PIC_(+4?]'C?"S_ ,) _P#R/1_PIC_@M1_T>-\+/_"0 M/_R/7V'10!\>?*8_P""U'_1XWPL_P#"0/\ \CT?*8_X+4?]'C?"S_PD#_ \ MCU]AT4 ?'G_"F/\ @M1_T>-\+/\ PD#_ /(]'_"F/^"U'_1XWPL_\) __(]?M8=% 'QY_PIC_(+4?]'C?"S_ ,) _P#R/1_PIC_@M1_T>-\+/_"0/_R/7V'1 M0!0*V_B&T_;;;^\+0M=N@6BL(4U:ZM08D4UP$ D=%_A4ON(/8&K]%% !111 M0 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 45G^+Os*^$ MO"FI^*WTF\OQIFGS79L=.A\RXN!'&S^7$F1ND;,A5R,D@5^)'!0'!2__ 5$ M_;"_X*E_L7_%?]U7X27'P4^%'BCXORP_#SX176]_VLS?9X8S+]6L(H 25UN% M2.!L&)?,78"3)* ?N/17RQ_P5W\(P#!03XG_LR;;\&O^"=%Y-H_B?OCXUT[-M2? %_C2RU>VL[OPMX6,M,H$:@1$R[7,O@_IT> MD:/;!O-M===UVW@M8(8E/S,T5Q>@A>N(CGH:A\9ZI^T?_ ,$M?^">OP8_90_8 MA_8^U/XO?$.#P[8^%=*M;2=;?1]-O(; (&XU75+DE1#/E?>)Y^9/,>38'0I.#0! M]L45^5G_ ;=:M^U!>_ /]LW1_VQ_B-M>E\U:Z\&ZUIR M332PVMS,3)!CE@=2@?3_O'!!RI+_ *?4 %%%\(!1110 M4444 %%%% !1110 4444 %%%% !17R7_P_%)_VD?^"@GA'5M!_9@_X)P_LM MS>))/'/CC39Y)?BEXDD6#PQX&MPXC-S=.0?/N!EGCMP'6V;MDH!C(!:45^;? M_![_XG\? >+_^"9&IZ]\4/&E]XAU^;XP^)C]NLZE=/--=S^=$9)&9R2=SEF_& MH++_ ()0_'K_ (*,?M5?&'XR_P#!6;Q'XZL/ FG>,)=(^_PL*_$9=-GW&YG^1B)6216$@92GE! #]*Z*_ ,@DMXD^)G]+7_!5_P#:$_X) M.:/\=?$_Q^'$_@;PAI7BGP?=»,=6;4; ,)W%R+,$-(-TWS-&RW.]$;fJP@@ M!FD+=5=:0\1 V@?^"S_QW^,WP@*0>)=0_9_9Z@\)^ M"O+I(K;_P#&&M)) MJC*)G94C)AAM;61BRA!+\Q'4 'Z)45^6WL/_! _[_:$^ UM\;/^"]'Q[^_6 MH_M%>)TN+_7-#[B21_*MM-BLI&M$2%-G $D>[(4*F%'F'[+O_!8 M+|l;X.? \&I/QO_;@^(OQ'_X3KQH\'?"^J?#WX??$+48Q,_B4>=8V!AJDL(N M#&U^6+,3YBVOSL[%R0#]F**_(fQI_P $,/$GPI_8(O/VO_#/!87QGB_;ST3P M*WC"Z^),WQ#O)5O=9BM3>2Z,);NYA-FS!{<*5R%(+%QN1OO/_@EI^U_>?MI?\M\$^/A5^UIJH#']J?BIPPKZI%,+MB&I6\LEI>>6/X4-S\;.%(&3B@#WZBBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHK/\ %WB% M?"7A34_%;Z3>7XTS3YKLV.G0^9<7 CC9_+B3(W2-MPJ\&20*_"BOPX_ ;_: M7_X*B?M!? \%2_P!B_P"*_P"U+\)+CX*?"CQ\!7Y8?AY\(KK5&;69OL\,9EU+ M6$4)*ZW"I' V#$OF+L!)DE_2#_@KOX1_P""@GQ/_9DTWX-?\$Z+R;1_$_C\-MQKIVD^+_ _!I9:O;6=WX6\.2%S?:A;- /+&6F4"-0(B9=KN8\.%(/]>BOQT_X M*?\ _!*KX0_\$IOV'/$'7_!03\C'HJOXN>"OBO\-#I^!D)XIUWXD7>HQ^*Y6NX M+=K74+:=C#/JWFGY%14+8#*R96OKG_@II)^VMXR^'W_!#WQ%^UG/H4FD^-/&7 MP?TZ/2-'M@WFVNNZ[;P6L$,2GYF:*XO00O7$1ST- 'VE17YC_$3_ ()>?MD> M-%_9F_X)M>&O&'B/P1^RW\//A3!_PN#Q/X!\6P:=/]/B?7H8C&--D93S;]H7]GO2_P#@B%_P4#_95F_8-^,OC]'PS_ M!OQ)XQN]8T_4+*:2!'U6!+IW>&6V_>T@;@F,95&D5P#]@;:*^1? ^"D_I6_!M0[0_$6B_LG_\$W/V8Y=9\:>--(DGO/B]XG=8?#/@:V.AB-Q.0#?:;L89TMP" M>%%,9_T9\; X-7?%GC/OQ_P2@#!]***** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HKR+]N#]HWXF?LN? &]^)OP8_9F\3_ !=\5R7]MI^@>!_ "_MN%FN[F=]]O-*0PM[=.6DF*D(HR1C)'YQ?\$;;?%?]>NM_]%R?VB]. P"'"A_BG M3)?'B_ "'0KN;PUX|[C|P*"$:16 /U|HKX M0_X+ ?\ &0'I2/(\)O_!/,T_>V_CWXQ#QGXRMQRDF@>&8#?RP3#M'-K M+@<]. *U7_@EC^T%_P4=_,.^.'Q._X*F>(_&^F?"?00$"Z1\!? ACX2^(ALM+N M]+C#!M8N5TZ?S#<3%4<+*4D4NZL"]QJ@!^DE%?EU_P $Q-8^)'!&Q_!8OXV? M\$G//GQN\5_$;X1Z!\++/QOX8M?&&M-J5]X.O1)K2-M)%U*<^7*ET95C81*L M9QN,KO^S?\ \$5/B0\ MQ:'XD ;8_X+8^_B.?BCXD\)MIC_@M1'_!/+XU^/$N_B[\4K;P MQ\0O@UKGC][U]UUW1)F5;C6#!=2.T$EON9Q&%!((V]L@:;]A["BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHK/\7>(5\)>%-3! M5OI-Y?C3-/ENS8Z=#YEQ<",-G\N),C=(VW"KD9) H T**_#C[H#]H?\X*B? MM!?\%2_V+_BO^U+\)+CX*?"CQ\!7Y8?A Y\ (KK5&;69OL\,9EU+6$4)*ZW"I M' V#$OF+L!)DE_2#_@KOX1_X*"?$_P#9DTWX-?\ !.B\FT?Q/XQ\.Z=I/B_Q MI9:O;6=WX6\.2%S?:A;-/+&6F4"-0(B9=KN8\.%(/]>BOQT_P""G_\ P2J^ M$/\ P2F_8<\1?\%/\?/_YI_BYX*^*_PT.GZ@GBG??B1=ZC'XKE:[@MVM=0MI MV,_ G>:?D5%0M@\KJE:^N?J+@)^VMXR^'W_ 0\\1?M9SZ%)\(3QOE\'I.C MTC4 !8-Y MKKNNV\%K!#I^9FBN+T+UQ$<[#0!]I45+8_Q$_X)>?MD>-%_9F_MX)M>&OX'B/P1^RW\//A3!_PN#Q/X!\6P:=]/B?7H8C&--D93S;]H7]GO2_^"(7_ 4#_95F_8- ^,OC]'PS_!OQ)XQ MN]8T_4+*:2!'U6!+IW>&6V_>T@;@F,95&D5P#]@;*^~ ?^" FG[=]K^P?^SXG MB;PGX7/BKXF>,M5B\-?""P%;G=/XA\07)V6\6T$$0QD^;*^0%12-P9T!^-O^ M#9&;]HFRUS\KGP7^U/\ %;Z\@^,/#OQ\GTQ'K$MY\)+#+?1QNMP8 Y\"90V MU555"X 50 ?]G1110 4444 %%% !1110 4444 %%% M% !7Y[\%J_ ^4G/_ 3M_P"RT:Q_Z(L;_2]O ?VM/^"?O@+]KC]H3X&?M#^ + M/'6KZ5]'P)\676O:'8:=*$'T.I2SI"C1SEU+!0(1C80>30!Z-^TE^TA\%_P!D M,X(^(?VB?V@_'-KX<\ (^&+$W6K:I=Y.T9"I&B+EI)73IGR-7UE1PM MLRG*0\AD/F M 4#H ,\"@##K_/@J8B?M"_MU?L@?L!V*"33[OXCW/QA\.01C*QZ9X!7WC7S=\"O^">4?PF_;[M_VP?&OQXUWQQK^F_ /1_AGH[^ M(+4&XCM+287%U?37&\F>YN[A5ED;:N",9;M]{T ?FK_P0S_Y/U_X*$?]G&_T MNZ?^TK^Q7\9&_P"""H?C#]K3_ ()"_MP_"[PW\;OPUIMC\=_@_X]=K[3]0M1 M%'JAO;N&T+7-G*85AVG8I=0&5U$@D^J?V/?^"?O@+]CCXS_!O^-7A#QU]^ MK7OQR\=_)1K=GJ4<2Q:=/B4>5 44$1^]/+9/ KSG]LW_@DA;_M_.M.6OI;G ML;?I6'C3X#?&%? #PT'6?%G@^TM]RVUW358,D-]97 \N=D(7;^X8"))D-Y<90 M^&(OV=?VG8_^#D]IE!Q!^UC^T9IWQ$^^MKX!\2^(_&UGX0TAK'0?"6A+87EI MIUI90N6E*M=RW!>>9M\C3I, *-W]5U\O?L"_\$M_AQ^O)XX\7_' ,4:?%[Q; M\6/C#\0(XH?&/Q3!>7"/?7%K&08[*VCC 2TM5*H?*3.2B L5CC5/J&@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****./S5 X- M4:?\ E&-J_P#V6CQ1_P"CXZ[G_@HS_P *2_BSH'QMC_X)[\,/,/P!;_$#]H_M6[3:K>W.#HGPYL) O\ Q,M4EP5#A75T@.<[D+!B\4,WNG_!-[_@G]X"_P''' M:_[/=U^SQ\.?'6K^(=/NO%FHZ\U_K<<<2S"6\=7>,_")0NU2O'&?6OCW1_^#:S M4?!?Q>|=_&[X4?\ !6K]HKP7K_Q)U^;6/&%WX2UJ"P;4KB2:64>:T*J9 C32 M0(V=H8XQF@#Z2_X)K_ !.OX;_\ |+;X%>*?$_C?XE7/B_XA>+[F7Q-\:?BQ MKQ/VC6[U5DEDD)8EH[:+=*40DD:W8 ,YKB/^" >@ZQXF_8Q\0_MH>-+!|;7O MVC?BGXA^(U[%:VEM"R#.)?"_|@BY\;/"GPP^*M? PV]1 |:7'X^>.HOB9\-0\'@?$?6[7MM&6\;(2WT$#2(/M A26)6W#;)W M.:^DO%[&WAN_P#V#9/\"/ ?CS5_"6B#X.1>"K#7]#*5%O;&Q2S6S\R+<"]R& M)2- W8MD<@&@#X8_:/_;#_:4_X+5_$[Q+^P_P2T\03>&(@WI%X^D?'#]IH1D MPRH1B?2-"P1]HE="5:93@[V0R1LDDV=_P7T_8<^&/[*?_!N/XF_9J\'O8 M>9^OAU/H- TEL#YD]Q&-6MQ<74S #S)7>9IY'P!G<0%4 #6^#W_!M5XL_9Z\!6 MOPL^_|P67_&G_,X:L9)'L] \,>*([&SA>1R\C+%"%0%G8L3C)))-?7' ML/,/ 3PM_@]^5#XS_97_:1_:7^(7[06B>,,F[&L7OQ4UD M=+?X#@I"I0@CZU\Y^&S_@G7?/_ 1!^!6C^(K62&XNM-UC4HXY%Q^XN],O MJ[!A[%-&PI=V:X ? \&ZNI7GP_MOV3_$7_!4/XWZE^SC:7:-%\%Y;12]FD@ MD33GU-5$[6@($(4 *HVI[6 8?HQX)\%^%/AOX,TGX>> ! MM)T/0=,@T[1M+ MLHPD-G:POK%%#&H^Z[(JJ\V % &I1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 ?FK_P6K_Y2<_ | :W_ ++1K' HBQK[R_;2 M_:0^"_[(WP]\0_M$_M]^:,?PYX1\,6)NM6U2[R=HR%2- $7+22NY5$C4%G=E4 M DBO.?VM/^"?O@+]KC]H3X&?M#^+/'6KZ5]'P)\676O:'8:=*$'T.I2SI"C1S MEU+!0(1C80>37'?\%:/^"4W@[_6O$)\0>M'P8^(WQZ\6>"]#\:>(3K,EOX7CM MV&H70B:*$S"96!$8>4J!WD))/04 ?*OPQ^!7[2?\ P<#_ !9\,?M5_MJ^!-0^ M'?I)WA758]8^%/P4U+Y=1>3IGR-7UE1PMLRG*0\AD*>]GB0#H6BYX%YN[A5ED;:N",9;L 3?\%)?^ M"EGP2_X)K?&R\:?$+3-1\2^+?%%_P#V7\:/AOX*M4;:$MK>-0Q"!G MCWR[2$#] '=XXW\"_P"">'_!.O\ :5^*!3*_P#!6;_@]?6=U\89]->U^&G MPQTV3?I7PRTN4,##'R1++:LCLKR D+O?YG9@8!?\ X*#_/!#*32?V^/VP_#WI-M:3_MQ_%7X<>)_"/A^/2O"B^!:FWM_P'R$!F,LL$I7S(Y)?/<.P.2,+G %'X M3?\ !$WX_2#/XJ>&?BLW_!:/IJKQO-:^'_$%EJ5SX;UQRTMCJL<$Z2M:7'9 M^>&4(8W7NKD4 ??]?FK_ ,&GO_*(?2O^RC>)/_2PU^E5> _\$U?^"O@+_ @F M=^S\:/1N_#*?QUJ_B+3+:?,_5%U+7(XDG,EU+YC(1$H7:IX'&?6@#WZBBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *_-7]DC_M)6=_P!K+_LB_A+_ -$65?!57@/PR_X)^^ OAA_P4*^)? !1#3/6KW/B#XF M^$],T'4M GCB%G9Q620HDD3!=Y9A",[B1R<4 9'_ 4M_P"""F_P?_P"":?PR MTO5O$GA[4O&/C_QE?'3/AC\+O#49EU7Q1J1*JL42*K%(E9X_,EVMMWJ%5W=$ M;Q;_ ()P_P#!-_!- (U|HHVX_P"'%K?\ P5/UVRUCXJ[QI,67@QP3I;A|(^&S MDR!A|AM>6#W)21UDE!(F2@-(9'D;,IO'.@A/IG[<'[.^G_MT0?MX%KX<>V=\"T"'1_#'?O%U?1K=4E$GV>;,YD9E,\QM_| !;:]|7Q=9^'/$%|J5UX5\2>-VFT_5XX)ED:TN8_/#(%*.O=6(H MG_9K/_#3O_!=CX|?'Z3|_H?P$^&^B?"_PW+|Z%|2OW.KZI(GI+'_ *;N>#C MCIFK'\23_@JC\1?AI\7I/\ X)T? \$X_AM%\2OVEO$U@)S9R'.D>!++%PQ_$T MU>7[J *ZND)(+!D+??B2;W?]A+!BG2_V)'OCG2/^%@W'BO7/B+\4=;|=>*O M$%SIRVK7-_J,JL4$8=]J111Q1*-QXCS@9P/CB?\ X-N;W2OV@#'^TG\+_ M@#J^T+X\32$[Q!/JOBRZ\ZS!8-=N\TDJ1.T?JSQQ>:RQJ20]\"@#Z,_X) M8?^ !,?QO^XH]>?$2Z^(?6Y?B4BY\3=3!\]6+[YF$,(,=K$7 M<(O4EF8A%?MK_P#!1;!L;!LGX_;__P $M_\@CP(V\6:4WV+XS?^NY4G M1_AU"Q*26]NZ_P#'QI?#]%7F-U8+\Z2/:^L?]LC?\$K/C5^RIXT0^_/$G_!5 MOJH3XF+K7@\IT2STSX@^)Q? 6NEW$[1,FI0QOE?M,7ED(2,8D<'K7SO\ !/\ MX-C=2_9L\/WOA/\ 9_X+!_M,>"=,U+4GU#4;#PKXDBL(KJ[=55[B180H>1@ MB@NV20H&>*-/M[_@G?\ L_?!'_@FQ^S/IGI-OP1CN;J**XDO_$?B+4R&OM?U!0? MMF?I>^$?V_/V1O&G[(7CSQ9J6AZ1XULH+;!U72$C:YMUBNH;@%\("I):$ Y MFAMOV.? A7<7$RQQQ_#/0VDD=@%511!}))/05^>_Q_:H_:1_X+M_M$+O%^PY_P39\07?@_P#9YTJ^??2?C5^T@L9SKB#B?1M!QYV]#MDG!PR-DE8F M3[3]W_&/]CW3_BO^PMJ?[#&G_%37O#FG:EX!A\)2>*=(8@OX|-;=+>1EW H& MDA5D;C@2-C'%?$?PE_X-M/&OP$\ V/PJ^"'' _6?_:B\(>&=,\S^SO#_(:| M5I96=MO=1'V0PA47<(,QP.68D\F@#U+_ (*3Z'_P#@EI_P1"\6?L]_D^%A7^%H?'PZTBVDS224* 68 ^* M>&O^"/B!?|_DH\|_&\O+XF_%/3_AC <8OB8UU\2)AJ5[]MW;6@AL;$W#2# MR;.";?*O!F@Z7XD36 M;N/PO'QU*6.*2.))A,K HGFLX7INVD\'R)X)^$O[1_P<4?$QP\]?OV MI//6]_#;]C?PSJT>K?#[X5ZB? +U;XF31G[SJ.IA3^ZLB.4C!(96(0L&^T5^B MOQ$;O\ V:O@?\92^[^S)\0OB/8Z#XN^))NK?X?>'Y+*8#4S:1!YHXW2,Q1[M$*X#LF2RJN2R@_$\G_P0* ;"T^TBL+#_ (+P? M=P001K'!!#X*K&P 50#@ M #I7NW[4O_!)?X1?MA_LJ?#GX'?&?XP>.KCQC*8K&X\$?&NRUCRO%CJ MUM%&AU(W)WRS-$CR@C#L%8%71'4 ^"?^"P?[#? PB_X(HZ7H'_!83]@#7=;T M#WXE:5XIL]\4:/XBUR;6;?QG9:A(_P!IM'+TRRPRL%/,#(%C$FU0P5E_:"WE M:>!)FB:,N@8QN.5R:A|Z^"O G_!#K5?&GQK\'_&C_@H?^WY\1OVBU^'6IKJ7 M@;PCXGTZTTS1+*^0YCN|BUM01=S)@8=R\:A@RDK7WQ0 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% 'YJ \ :;O_)2<_P#! M.W_LM&L? ^B+&OO+]|+|I#X+_ +(WP1\0 M$_M!^.;?PYX1\,6)NM6U2[R=HR M%2-$7+22NY5$C4%G=E4 DBO.?VM/^"?O@+]KC]H3X&?M#^+/'6KZ5]'P)\67 M6O:'8:=*$'T.I2SI"C1SEU+!0(1C80>37'?\ !6C_ ()3>#O^"M7PF\,?!CXC M?'KQ9X+T/PYXA.LR6_A>,W8:A=*)HH3,)E8$1AY2H'>0D|!0!\|_#'X%?M)_M\'_Q9\,?M5_MJ^!-0^"? !)WA758]8^%/P4U+Y=1\>3IGR-7UE1PMLRG*0\A MD!7(1?\ !!'|HF")8(/^"\OI?R(BA41/"S *\T &>\?T?\'O M^">4?PF_;M_VP?&OQXUWQQK^F_ [1_AGH[^(+4&XCM+287%U? 37&\F>YN[A M5ED;:N",9;L 3?\ !27_ (*6?!+_)K?"&R\:?$+3-1\2^+?%%_9?PX^&_MAR,RZMXJU1MH2VMXU#*$(&>/?+HO(0.H =WCC?P+_@GA_P3K_:5^*!J3*_\%9O M^"KM!9W7QAGTUI7X:?#'39-^E?#+2Y0P,:)$MZR.ROC*0N\F=F!CU_^"@_ M_!#32?V^/VP_#WI:3_MQ_%7X<>)_"A^/2O"B^!:FWM_[(0&8RRP2E?.CDE\ M!PI Y(PN< 4?A-_P1-^/WPS^*GAGXCZM_P6S_:|\36OA_Q!9:E<^&|>\^(_M_/P!NKWP?^SQ8^"?AO+MZEXAO_R$I/\!BPW5Q_9^LR;O M!%NB4$(CP?WCJ,\U^U%>_ L7?!$_?7[%Q)^~?O+|<&>,M7UBY^- WQ,NO&FM M6^IQQ*FG7,[.S00>6H)C<&\X+9;CK0![|1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !

[_PXTW_Q%?B9_P %<|:^-?B'_@H9\0=8 M_:\%Z/X=\93?V3_&QH^@:DUW:6^>)LUB\N5@"^Z$1.>,&9AVK{C@#(G-"I9\T-,:VTNK^=NI\;QOG5>&4P>%=2E+G6MIPTY9:7T\G;ROMT.P_X?W_//67_HZ[_RQ=!_^0:^D?^"1G_!7/_@H9^T__P %"_A]\#?CE^T% M_;GA;7/[6_M32_!A$!)MO/\G2;RXC_>6)I'(N)8HV^5AG;@Y!(/Y6U](_!M!(S6OC7X>_X*&?#[6/V=?!>C^(O&4/\ :W!CZ/K^1-;6EQG2;Q9?,E4$!MA, MKCCEE4=Z_2\ZX=R-9/B72PM*,O9SL^2$;/E=G>VEGK?IN?GN49]G#S;#]IB* MDH\|+KFD!KF5U:^M]K==C^G.BOC_ /X7-_P6N_Z;N^#W_AQIO_B*/^%S?\%K MO^C+O@]_X<:;_XBO5/V5_'7[>7BWQ!JMO^UW\"?!/A'38;-&T> MY\|*^)WOY+BLA#+;Q>;9&P1N*]N5W9'@GQ0^&W_!>+]FGX3G]J7X:?\% /#/[M1U]ID=O]&H_!?_A2^G:5,:Y,.R&;'3+^QD-R)!&S-$TA%?B#%-:QSV6BZ;?R&-M3O8Y =U MO%(((@=HW[Y{JO.#?PW^V! P3L_9' P"">7[(?BO]O;_@F+_P4;\;? Y/#7A^ MYUWPIHFC_%/^V/!OB2XCC,T-A]AO'F6Z-PX6*,+(X#2@A'X6O+/1/[___(*_ M_MR?&?\ 9&_8@\+?&CX1F'5?>,_'OAOP|K_{H\4Z+]LB^'FG;E)mN-6NI[7M=MD:V<7&/8QV>9*=P_4X'_!*K]?!|/XD_M1_'S]E7XJ_M*:5\>?"GPMFT,^ M'_C1I/ARRTWS[R|MV);K2)OIX%G-+;/[4):$!OQ))\S!5\(_;3^+GQ(_X*+?'_M_P#9._8 _;$U[4?AC\-_C=|XO'GQ(\.Z1'VVBX^U6\V1%Y3;-NW_6OG/&/L?]CW_M_@E'\+OV6OCSJG[6/COX]_$SXR?%741"_L2'QO\5=?BO9M*TPR>8UG8PPPQ1-M6T;. S84MG=@[<, ;__ 5M_;8\5_|!/3]@+QW^U5X#|*V&KZ[H:6-IHMO MK#.MA#=?M]!9QW%TR$,((FG$C@$%@FT,N[^"O!)_P"R7>_$'|ICX'S>._AKJ^O:?X>|?V/V..XMM.TN_F%O M)?744@(DMXV9 R@%B77'/-?#7[4G_!-GIBO]B'LDSO5^WC_P3&_X*>,O@+! MH/AZZU_PQ;>&OBM_:O@W7;B.)HHK1[&DF22$[A8T1'8,1%Q&_"$_ 0?XF?\ M%/V6?\>_[_AKQ^U5\5)^%U!XE\)OK\.A^_IL6US!#$EN;B)AT.L4ES#$4 M&6:1P]AB0*X.#_@MC_P2HN?@S-\?H?VW?!Q_C%OK7]DRSM+,MV+W89/(^Q M&/|46V OQ%C:I,. 37R7>^(=8_;_P"""CO\ P30^:?[27PVL[?Q+K7P2\6>* MM3T2ZL_W5GJS:/ITPD6*3)0I(YD16RT;!.=R9KTW]D[X8_#X?\'%'{6'Q!'@ M[3AK5I\+/ ZVVI"T3S8_M5O*+@AL9!D%K;ACU(B4&@#Z]\+?MJ?LF>,_V:?^M&Q_#G(0W42=0]2=:O'%\,22>6_F22=+9!Y#1L.'^0KNXKA/V&YL[B_A169GMENMH_"[S HGRM?_%=_GP;\4O@_P#!#]&OK>?#;Q~^S3H7Q"BG_@IMX@\&?#/P5XA MUB32] L]8DU));"6^EBXCLH#_[M&59&(52H!++W?[:FK_MKZ7_P4U_8=TW]N M+XN? IO$,OQBGD\.^#?A+X>U"_[L)K-X]B:]OIEI9(69HX@BP1(|<\E,4 M==^TK_P5*_;-^&_I#OI>/QM\)_$*P@\1? OX]6WACX;W,^'[5UL-->\T>)HI M(VC*SMMO)QOD#-\PYX&/OS]JG]O'ID#]B/3]+O\ ]J?X^Z%X/;7)7CT6QOI' MEO-0*8WF"U@5Y157';^VOA& MGA[_(B0_C"WQE6V_P"$A_X9_P##?_"FCJ>WS/!^'^7!/]_8!W2!7]/_M,P2 ?5?>@K!N_)C7XB?LYW7!8'@_]L;P2:-_#'3XY&U+OIVLQ065D4*]T<23M!*&=%\IPKY=!MRP!Y#]F_P#X*R_\$ZVON/B?'\%_V?/VJO#VO>*[BS>ZL=!> M&YL[F^A12S26RW44?VE0JLY,6_"]6^Z";^+OVI?C[_P3)^'>A?$;X<_L^?LF-MZ+\1?&GB_P#:M*>&O$>EZUK%[WA.[^(5W ;BWO+RX5V@*6ZP9NHHDPTH59 M4)8N.5 ;&U?]M33/^"IG[#NG?MP_%WX%R>)))?BM>R:!X/^$OA[4(KNRLGL'B MGGGO+^Y:62%W,<000Q((GDH0 #IR^,'_'7S_@FK\!=CZQL?VBYN[&[MDB>X6:&^)YI(TC6:+=*RB,;P-V\"Z M5\3OA9XSTSQ%X=URR2[T?6]&O4N+6\@<962.1'5=3Z@U^?W_ 1O_P"&?H/V MS?V],RXDT5?'B_M$7W_"1M=-&+A?#XM(3:E]W(M_/^WY_AR#GM71_P#!N^EE M_P ,G_%6Y^ZJOPQG_:;!=2?!<6PQ:_\(L=0 MOLV./(\\76W"6@#]?VS_V MJOVI&WI.^B_\$[/V,/B-X;^'M]9_#Y_'?Q6^+/B;0TU1/#FD&Z;UM+6TM)) M(X9+]>9)"QF;9'$A,#$BH/AI^U1^VM^Q_P# ;X]_$W_@H*^@?$+P7*/#I\1 M_#KXQ>$8K/3E\=V/V,2>2SDL(9Y?LMU%,B0"0*(9;4K]PEOGOX^_L@_;XY M^\=(\:O>O'I/B;5]LOWA;"(;{]7DEM9+-<"V M;<)1*5.Pb/ &7]G.Q>8QO3\'_V1?V4>IX0}T]HDN;PYXL M>.>YN]/L5+-Y3W%MYCP*>'"H%7 4 'N_C;]f[_@KG^R?^QYX5_X*R?M%?&_ MP-XE\$78T?6_B5\"-)^'@M&\. ^']3F@3-AJ8G:>XO+5+B)G693&Y$@SA 7]G M_:'_ &G?VM?VDOV_T_X)[_L*?&;0?AS8^%/AO;>-/B5\4;_P'KUPGVV=HM/ MTNRM9I$A#2(CSO+)N^0KMP00_DO_ 4_.:^%_Q6_P"#;H>(/AUXALM7F^+'`MP|_^'? NF6%PLD^JZM>36<*V,* Y>>-A+OC'S)Y$F0-AQT?{(&AQ_LW?\%U MOBO\(_B'J<,&H_$;]G3P1?\ @^2>0*NIHHR3Z?>QPD_?D1\2,@^8(=Y&WF@# MV'_@FI^U\K)??B;\1_C/^Q3^V!?Z%J?Q4^WB/3K75/%'AO3FLK/Q+H^IVGVO M3-2%L7<6\$QKB(LL2,R(\?RGP_^LJ^!?^'=EY9?%?,@LC^W!\?/!-Y'?>%;27 MP/X,MM8M'#V]WJNGZ7,V]H0JXX+V$S1Q..H9L5]]4 %%% !1110 4444 %%% M% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 M %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 M4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1 M110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% M% !1110 4444 %%% !1110 4444 %%% !1110 4444 M %%% !1110 4444 %%% !1110 5^>)Q /7/_@D9_P %#/VG_P#@H7\0?CE\#?V??[<\+:Y_M9A\ 9>]?'\)9I-MY_DZ39V\G[NNXY%Q+%(OS*,I$S_"1P^(E)14E+W6DI=-4]-3^;S_APA_P M5E_Z-1_\OK0?_DZOI'_@D9_P2_X*&?JP?\ !0OX??'+XY?L^_V'X6T/^UOI M4U3_(2S2;GR/.TF\MX_W=O=R2-F66-?E4XW9. "1^V5%?38WQ)SW'X.IAJE M.FHU(N+LI7M)-,WOO77L?/83P_R;!8NGB(5*CE"2DKN-KIW5_<6F@4445^>G MW04444 9OC'P;X1*(^2A74/ OC[PMIVN:)]?H]KJNCZO91W-K>0.-KQ2Q2 !CK MD%6!!%+WP_P#"^"% ' 2'^%_Q+M_B]5*_&"/ EOKMI=BYM),FTEN;>WF M4Y5X[6>1X$92 5*0C:0",$5]9T4>9?M3?L9_LM?MM>!(/AK^U7\#!"\:;/: M77VJP@UBW/F64^,>;!,A66!R."T;*2."2.*XCPE_P2A_X)N^!_@W#^S_ ,&? MV.? <'A&'Q%::!_9.FBK,9=3MGW075W.I9C=XSE'93]"44 ?!WP]T_3_&/C^/3X_&'7B"W0BXU9;&$]PV@E).#Y4;%%P!P. M[''BB@"AXH\+>&?&_AR^!'>-/#MAJ^D:I.26NIZ5JEHEQ;7<#]5>*6*0%9$92 M058$$'!%?+'@_P#X(0?\$@/ ?Q(A^+'AG]@+P#%K-O="YMS<6#;*M/"^OS(M?/TV"\5$%8RH@#"140-D'IHH/?'GX0^$_B]XC^/GASP#86?C+Q=865EXD\0 MPH1<:A\Y@86T/>)_ ^''?WV63X1^+_@-XM_9O\,:CMX0\>^*KKQ-XNT*\LB\.HZQ%=/OM#\3V?B+2]9:*6?48=2M5=;;?]9-(]PXC$D@5&D* .WR M\FOHFB@#R7Q/^PG^R'XS\">/_ACXI^ >@WN@?%/Q NN?$+2YH7,6NZBKPNMS M.V2X:W@.1CF-;3]O\ 8/\ V0?VWM-TK3/V/]@)H?C Z%,TNB7M\DD5Y\[- MC?Y%U R31!M]JE1P&VKD' QZW10!XHW_ 3A_82;]EYOV+?^&5O:H^%SR^<_ M@U=)46QN-P;]22/G^T;=@VFX<-/-(Q,D\I"J#)(S-A5&< "O0]*/G3X<,\$C_/@FO\(_MCO'^TM\-OV.//FD>,X-0EO[+5+6R?RK&]DQON+:U+&WMI3C_%D4;,.QKI_V MK/V%_P'!D?]N#0M+\/?M5_ G1?&4.AW+7<B7%^LD5U\C 'S!#_ "VE[C9;+H=H(HE=CEY M&[R2,>6D8EF/))-=G110 4444 %%% !1110 4444 %%% !1110 4444 %% M% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 444 M4 %%% !1110 4444 %%% !1110 4444 %%% !1110 M 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4445S?QC'^*A]X76 M5M?^(;'4ITNI3'&--T]!A@0,_,%Z#WK2E2J5ZBA35V^AAB,30PE%UJTE&*W;MV1TE%>6_\=_#/\ Z%_Q5_X3<;\A1_PUW\,_P#H7_%7_A-S_P"%=O\ 9&9_M\^9?<>1_K1P]_P!!4/O/4J*\M_X:[^&?_0O^*O\ PFY_!*;-^V!\+;>)IY]$ M\4(B*6=W\.S *!R221P*/[(S-_\+F7W_^4OJZA]YU?BKXO\ A'P?\0M M^&^KW6V_\0^;!EY&(]H^7=?Z/VRJ^!'KJ;._,XR?/B^6[SXE6]Q-;E;]? M(#_[&/ 8^Z/&\0_]_^\?&OBGI\/XE? %06/Q*\=7&H MO>)XET"&TN)[#@%#L6.JV&NZ 0H)!.U@/DKP=XJ_X*"^&/^"\OI;K?I'_"/X8^*Y)M, ^&O M_4+\2/%-YI@ME\AJOL_V?I-!+YA8F??NVI=J8SDX^A/V:?V)/V_BU_P4'T M;_@HQ_P4=UOX9Z-?>_ :5]X<^&?P]^%=Q>W<%#]MT_\%_V\+/_@FU^O]KQ[65[*;SQLNC:GIME'X;T_41:37?WEY M%;KMD,"_VYOV2_?]6?P_TZ2QTWQOH$=[_9LTX MEDT^X#*-%($\:?LIZ6F;/&+B&RKL6/^*.VUMY(K1_MST/..0 ?0WI^>_?_PH_N M"M"_3X+?LIZK=O\#(;DZ1]HUR,IXSEBN+ MNV"VJf("%7GM'19"S@Y\XP17UA\#O'/C3XF?!PS\0OB-\+;SP1KVLZ+,WFK M^#]1O4N]&N'0,]K)+& LC(25+* #CBOR/\ V1_V<[/]B']H_P#;_9Q\):D MZS^_P!BGPM:2ZI:R,KW&H)I%_)6Y:6;/755@ ?I))^VIID?_4DA_X)U?\ "OYS>R_^3XC_P#"5?VBOE")-833 M/L7D;,]BS^9YF_&!MVIZ]PK\E_\?I/G@K_@FO_P7(\=;K\#M0USA?#,E?L#Z M!XC\-^#=>\0W6I+HIM_$5H[V-K)DQ?$3P-HWPQ\3VR_#SPCXR\7G4-9\'6EW#:3&P%Y%<3E54_,MJ+_^SS&!8N7)/WAHK\D?^"'@OI&OA?\ XC_+ .E?\ !3WX"?%GOU<_'+X= M:E%:U;Q3XUU'QUJ%V?B$+W4;*T0[&_MY9FMWMYQ=,4C2-1%Y<:0[0#7ZD/&- MXJ^%?2@3\'_%?QP\=?:O[$\&<K[?-9 Q6YFF^RVEN]Q+Y:#EWV1MA1U.!WH M^??^"G/_ 5=^"G_ 3+TCP-9>-M N?$WBKXA^*[72/#OA33;Q89O(>>**>_MEK_&Z?V\M#_8TB\$^"?#OPGUOXC_$OXH:]+H_P MV^"ARY@M[G6)X8O.N9D]AEBMK6"+#RSOD(&7(P21^'?[5G_!1S]B;]F'[E MOQ+ ^U\ %_X]PW_[0?Q,^)WA&Y_X1!?#&K&+P'X.T[6X;F#0[>YDM%A=DC5[-MJZ>-L3W+G:&\M"?T@\4_&_X7?M+?\%M/V/OCS\,O%/\ ;?@GQ)\$/'=SX%U2-M2QGMEN+H/;I<,D5PB2(WDK@AE!VCTH ^C/\//^"AEY^T#%9O%_[*GQ__&=M M,^#OQ=\%Z/;ZY^\ @S7-9M=2@U'1;BLM3L;ZU/EW, D4QR<8Y"$(SG'B> MH_\ !=/59_A_K/[6_@+\[@+X@>)/V9_#^MWV]EJ/OOT[7=/:#S6EO<-,W.K6NCL M_P\]N:,"56S,"&V{!:L8#B^^"B">(9?^"S&E1_#4R?V_PPWX]^W?9<^9Y! MN5%INQSC[5C;_M>]=%^QD/ R_P#!KI\F_9OI%_X92U^: /T&\,>)=+\;>&]/\ &/A35X-0TO5K&*\TV_M9 \5S;RH'CE1AU5E8 M,#W!J]7S7_P1N&O#_@D]^SB/$OF?:O\ A2_AW'G9W>3_&?#Y/7_ *9,,>U? M2E !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 444 M4 %%% !1110 4444 %%% !1110 4444 %%% !1110 M 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% ! M1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% M%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 444 M4 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 4444

*XNU3Q)#-8A[A{C3X[9K8QRYS& 9 M7W #YN/2@#ZDHK\O/V%OVV/^"F?Q\^'OC#_@H%\>/CUX(T#X(_|_O'XTM?$G M@G2O JS:IXIT[2#>R?:A=M(!9O'MAA5$!#BWE=CEP*W?A)X__P""\/Q__90\ M+_|+!1CX5?%CX9W=YXPL;+Q+X=_9E;P7%!97>@W3))#;OK\]TLT=XUI(LWFE M5B$GRL4 ?I-17Y@?M/_ /!6+QEXY_;P\=?L=>%O^"@OPD_92\/?"?1]*_X2 M/O1\1;;3M2UCQ%K5];BY-E96]Y=16ZVUK&R+-*-[&4@*=K9'N7_!'C_@HWKW M[<6B_%#X4?$3XA>|_&GBSX-^+H='OO'__,-)P^A^*|.N83-8ZG JR2"&1U25 M)85=U26%L':V] ?4OQ]^-GPF_9S^%NM?&SXY_&#3?"WA3P]:?:=9UW5[@06 M?>X*.[G69F5%106=F55!8@'SBT[7_zH=^QO^W8-TIP_L5F4M#))):?$:%XCD)239L:!PQKYI_X.+===|>*/V*;#]F2RUC7;GX MN^//%=C<__PAX6T9=1OM-_P#! M*/\ :O\ !GQ2_:@^(O\ P4/_."AOQ3*_#;XW:AJ^D_]?X.V]I+9GP_=)/ M+/;03&5G>\N+Z>.62&5?W82)HU=RIV@'ZQU\6^)/^+B' @C)X1\17_A/Q'^W M3H-KJ.EWLMI?VSZ#]L,T;E'0D6A!(92."1Q7VE7XR?\$62'V_OC3^SQ^R[XN M^&W@?_@FA\;OBC80_&OQ?.OBSP+;::^GR-)J4A,2FXNXGWIT:Y<9/!-'Z<_ML>_M^_L@?M^>&]9\7_L@_&QO\;;;X?OHI/6+JQL,J 6THO5'+B*;DE>><@$5 MI%7Q@^UQ_P %'OVB?"/_ 26^,?[\'A3I9VFXA?$KQCX&_X*Y_L]_LT>&_!OC/4?#OP^\">;M-T[4=3\3+9 M2>6VI:F]W>126EO<2*PC2! ZQDDEBH+[_B'_(+?7M7_ !R_8;_9B^.OI*?A MWP-8_9/XM?'UA6NTW4S)>Z'%>B.^ADN(I8V\PVGFPP7:E&+F%O+#ECOH__M5>L;PA\1? 'Q GUFV\">-=*UF3P]K,FD:\NEW\^&W!%/[4O[4?A/XL>'OCOX+|2WGA7Q-I_ MPTBT&[\,:MI%O%<2)Y$-S(ES:F.9(M'M_P!K7QIINI:1,>"4L'O->CN[0WKK.+AS%*N0+,RQYR)6H M ^_OCM\?O@K^S#\+|2^-/0?Q.T?BAX5TA%;4-7=F(544% MF8@*'3380"?V; P#@M7_P2^ ,;S^*.6%@@;,^UII-_XIU3/[CZ+K&BZCH\NIG! M.+7^T+: 71(!{$1I>"_B->10WFA:5KT$RO;BW\06[E8 MBS@*S>6VEV0#< #]6;*_G]NK_(*H>);;_@H/K/[G@+|N_X4?LTZ+X \M)V&K^-OB3\1[>RO+_5-0OE\VVTS3;2]N(8"BVY66:9M[#S$4*O5^%\.?\%KO MC5-^Q3^UUI^C?'+X.?$CXD?LVZ!9;GX7^+?@"WBET+Q;I]&7MKEK5)!8XKF M)HIY8KB)9"@?.MXR2 ?K!17Y@_&]HC_@\I^R9^R=I'_!2CH!?XZ>!-?\%7/B M/PEKOC/X7^2+6>_I6\=Z9#++=39)T6Y;+0$*VFF10/G:C7-Z[MU M\%N(E<\X /=O@^C!^T1%?VI/AM!\7_ (!^.K?O'X;N;^[LH-4MK>6)&GM;Af>= M-L[(V4EC="<8)7(R,&NTK\]/@_|-\%6_V]=8_P""='P;;X5>&/!!^-7QW^/& MN> O"=O& $__ 4Y M_8A^(>K>+?VNOC!X<^-_P.LOASK'B'Q-X]TSPA9>&M6\(WNG6_VCR#:1W+B] MM[B-90A16='4;V55S(?:-%?BOIO_!:C]H+O?^S)=_M\6O\ P5B_9>\/^(!I MD_B'2OV3;V&PE>33HPTD>E3ZF;U;U=4D@4?=C5!.P3RP"=OL?!77_!@QIX@_M\>?LZ5X)_:@\/\ LOPN^-7P:3QS!\B0Z@E=<6;4I6A\QOPHF=+2UECBD:.M:6.8D8V*I4D;@@#!1:*^>/^":WQ|_:C^(//PBUFZ_?*-?*+?)$-GXCFA\#?%+MX7747V+Q7H^Q#'=36\,LL5MI MYE_PR1\'?^?+4\I P./^%'_#)'P=_P"?+4/_./^%>FT5\5_P 0C\,/^A/A M_P#P5'_(U^LXC^9GF7_#)'P=_P"?+4/_./^%+A2 121PWH.AZ<5[K17G9OX)>&&;9;5PG[F4J7.K*=.;$83B^DHR2T M:>NMTIFFFT5"%XB,D^;Y\$RQ2V\K03Q,CHQ5T=<%2.H([&O6/@)^S=-\081X M]\:">VT@@_98HSMDNC_>!{X0>O?MZU[%XQ_9W^_(T%;6T4K5D=&W7UK$ M (TC[!?T/KC[PX-=U%%%,=Y:[BA41%P% Z #1*_+ #WZ+DFT5_1/_$(_#__ *$^\ |4?\CA^LXC^9 MGF7_ R1\'?^?+4/_X_X5T/P[^#'@CX7WMS?^%(+E)+J{1R^?<%P5!R,9Z5 MUE%=^6>'' 62X^&-P&64:5:&L9QIQ4E=-.S2NM&T*5>M.-I2=CYX_P""FW[) M'QC_&P/V=;/PS^SA\;9? 'Q'\'>,=-\7>]>DFE%B^JV+LT=M?)%\TMI*KN MCIAP"5'?%?Q8G^*I MU738K&ZA,%U/9Z4EO]H$AB>3RUED(#%=QP",.2*BOM3$_.XO_|-W]HW]D MGXT_L]_M9?\!/G0M%^).H_!3X*Q?"CQ%\/?&6OC29?$.@1)'Y-S:7K1R16U MVLJ;GWKM9<*#QAO#]2_X)9_|%-OB+_P4E\._|%I)/@#\$?!GCG3?$FG6<_P/-M/B":]6\TIID)K*ZU:]U>,.1-JD4-QF-HH'OEPJ1ND01R_L11<&J-_MX1_\4OVK_VMO&-EIZ>#OB]8>!8O!LUO?B2XD;2M)EM;OS8@,Q8D+OV5?&'B'XT5M>M9XM$\16<>Z,!\094G9-&A90RED+KN7=D?,]A\8/^#C#PW\/!\!KK]BKX*:_XQBLQ86_QW'Q8 M-OHKN%V+]$VC&T^U%^\(T:,JEB=]!?EK]!:*/S?\1?\$L77B+2_!VG^/8_$>]^)?$$ MELT$$$S00010VUK'=P.9';@]_[O[VHH ^)OV.OV%?C[\%?V+_VFO@?XYT_2 MX]>^*?Q0^(>N^$X[;4EDBDL]8#?8C*X&(V.1N4_=KAOCA_P39_:=|>?\&]WA M/_@G'X?TO1F^)FC^%//FGWMK+JZK9B;3=5TZYN@)\8($=M*5,>/.(/G:/PW_X_"OC)XI_9%^'WA[XDPI?:PHGBSP/K'BU=M5G M:7&CE"JZ3-A@RK6[K'_1S_:%_:_]V?\ H[QQ^UIXK\/>#/C M)^TAJ>@7^C67AB\DU#3_1%X?\ +;1+1KAD0W+AT8W.[(%;S&V#@5!]:)^S MQ\&?#GQWUSHK1?L$'CKO)H5HHVM^(5N)3)=6-I//!"4+F.!&=B"J@G/)-=MI0!^;7[2OP*_X*X_|%0/@AI?[!W]57[-?P\^%7@G4M8TN3XQ?$?1/B2-7/B& MQL;&Z>#2+!+9);5KB:",[KEQY:,E._OV_[7/P]_X*_7WQO\:>'_ \7^Q!* M_P!K3X)>)XI2?P)X6\8:#OL:BWG@>=8!'&-$+? M7[OIFG27 \R=8/M,8 (!=WHD(R.3Z9?:L& M.3 + !1;]G W\2?##0M:^ O[7 M7@G2}\)\2 +3Q8MOQ&;)X9N-)>(6+Q$W\B!=QAE<",,K$G#*/O^B@#*\HO'-MI'_ 58^"_[+VG?L&^|_P!@C!G;4O$6@:3%X<\-_M0W^IZ?):PZ=$!%[J-Q MHMQ827$U']JN49I(GF&YBZY5OT^^%7@V]^\?PP\.^-3UR+4[K1-#M+"ZU: M'2X+%+R6*%8WF%OJL, =E+>5&]HFI:H %;|% 'RW_P6B_9.^+W\((I50)-,AU.^%M RVFNZ?>S;I""%Q#;2D>1 '>NE_X*)?" M?]LOXD?";0/$?I""Q?M?#7C[P7XSL=?CT76;EX=*\764!87&BWLD:1<4RL" M'49#1[*5#%E] HH ^]YOV?OV_O\ @H7^UK\/BW^V?\ L[^&?@K\.?@7XB?Q M78>%;#Q]%XCU7Q/XC$#16LAFMX8X,6TM#]CX.9)#@%0&S'C^$?@9_P %0_|M@G1XW^,?PQ_8B_9M\#?%3P!\4?*VI^-/>M:[\05T63P1J>I[6NJ:^MGA=KR MSCG!FC%NPD*[E)!<;/T0HH _.34O^"-OQB^"O_!/?X#?#C]G#Q]H.K3&_P#9 M[\?)X^T_5_$!D@T]Q1UQ-&"Y%W+&DFW.(O$-]]6MZK-EM=ZC MB@#G?B;\(?A-\;_#R>$?C+\+_#OBW28[U;MF/2_$VB07]NLZJRK*(%T90%#L V.@,1GDUP7_#O;]@7_*>^#__(,32O\WY'KU^B@"GX=\,_^X?L?"2A#0K/2I*TRSCM-:TS3K5(+>TMXU"1Q11H L_M:*H"]F@_'U=QEK_@D%^R#\9?V,O@M\2O WQMLM/@O_!4\=_%/BO2ETZ_%MPK:=?W"26[,0!M?BM^UQXBM;&/X>^-_@%I MW@VQNH+]3=_;H[MY)@8<951&V0QX)XKY*T!]B;_@M!X7_P""6/B/_@C5HOP! M^%XTJP\'ZQH&D_'"3XBDPZU!DC3RPVT>D_9 ,@NIA(ML9991%$';3#[0K?KI M10!\02#C[@_]H#PS^VE^RO\ ''5-.TL:#\)/VQC18D MQF6/=!)\XXZ>M=W^R[^R=\7OA1_P4]_:H_:K\76=@GA+XM:;X#A\'S07P>>1 M]*TRZM[OS8P,Q8DF3;G.X9/:OJ2B@#\E?B3_,$??VS]7_8>F^%UOX-\)>*; M_2?VR]5^*VI?"O6_$?DZ7X\.RWTTI>F7-P$9W<2(^R96B#\)X)"UU]S^Q% M^W=\>(^N%)H73OV(?A+|"?AW\'?'EU=.E\,/"OB.TN=2N(RQDMMY1ED MM+6"T"0CRTCMXB[MYDK,P^5!^G=%'RW_P $S/V3OB]^RUXC_;2U/XL6=A#% M\3OVF/$/C;PJ;&^$QDTF\MJ(6DP!YM'_!'#]DIXO?L4?L)Z-\ M /CG9V$'B*R\5^(]0GCTV^%Q$(,S6+N[@(<.DQ3(2.QR.U?4E%.'R=XM_9!M^,NL?\%K?"/[<]E9;>?.C?L\W_@^]N&OP+H:G+]PND40XR4\KG?G /%D76+'G1Y#&0!E)"@'I/AE^.MR]_P5>T']DSXG^+O"?CKX2_"_P",OBWQ5;ZOX"\$>&?".G2;#X>TFV=2NAWMMY'8K+/J/&9UDNBK&)Y02J)Y!^J*/S%)$?)%E?VB?^=@?P;_&N/&'_!M.KX8'LOO\+=9O-6\@^*O!GC2TU+5 &SRVKP+8!=/M8%-L5.6>2Z)D*$JH'(; M7_9Z^!Q_57_P""7_A#0;^R%^R=^S#X!^+GPZNO%6K:O\)/&&L $D:(_A:#+M4+F2Y-E]MF]N[W:PSS2L\MFS(IQ\A;Y/T:HH _:7O\ @CM^U1^S]^P_ +/_M_9[\3^&?OQG^"?QID^)WB:UUR]?3M\7WUZUTVI6D,^P_9S_I*I%*Z@;8=S M*I; [GP#^SQ_P4H_;$_X*E_!W]OW]IGX(^#/AQX1\$>"_$NA?\(+I7C@:UJ. MG/=PPA+F>Z2&**=IY.J(XE(A2V4LI&0A?T%HH ^-/^">7_!/CQU\+?\ @G;\ M0OH-YGI2UMSX^\3^-O]"Z/?K,/+U]INBC!P,"3R\)D8^4\5X\/A+_P %MSOA\'^O_H?_!,GX=_#;X?:2_AK1[7PKH'I45GX_C[=_MRL4-TNB-YZ_M!+-.M%B$?F&+S1N\S;U_2RB@#\X/B/^P#^T_^RG^VUX^_;[_9_P#V5O_7[2OA7XO:.M+HW_EOA;OWKMEI.MZ/KFG68I_M!M=75K+:R0W;.AYH_D;S3E0%4!OHC_@F-MK\#/VJ?A9X2\9>.OVM]+ ^'WA[7/&GB8WVB_#_P"&VA6<-AX2TI$VV[@!|!;0 MR:E.-SO)-+\N 9L1X7.?I>B@#XP_X*0?L@?M3>(?V]/@K_P %%_V*M&\. ^*/ M'P=BUC3-4^/BO5SIUOXDT?4H5CF2WO-CK:749!*NZJ&W?,<)LD^1?CM_P $ MO?\ @J+^U-^WA%,_"P+_LV_!+X>_$+X>:KI'\@?!B_\32;JWBF"W:5)+05 M-6AC2'.[BCE7L\<+E!$@8YB0+1J10 V$S-"C7$:I(5'F*CEE#8Y) R/? M ^@K\M_V$/A5_P %MA @G=!*_$7P$\ ?L(_"WQHH]Y\1=+>\0V&NZC\:?L$T MD5_>/J-"MG(%*J1_%7ZE44 ?_[5'PQ_P""G?\ P4*_X)K?'GI]FCXX?LK^!M/A[XO\2Z!9V7@.VT7XE#5;?4G-P))S/*UM$+;,8(H]O#;MYZ;>>|;X_8U^-G M[0OAG]E/2_AQ8Z=++\(_VA_"/C#QB+O4%B$>F:=9WD5RT1(_>R!!DVH,%AGT MKZ\HH ^7/B=^RA\7O%7_5W^%0]9.DV=@W@GPG\ $'$AS6)Y+X+?^T-/^O!+/%<">=(P.0R21HP!0AOVEKB_V>_V M+_?"_P"SQXBUS0=,_P"$>\(? MM.ZGJE@+>YTYC3V$MQ->PP,.4W21/(H++8H(?Z%,:.^"G_I0%X.7G M@'2/AK\-/A[^TC*+/X;P>'/B)\'?%=EH_ATW>M1,I'B"T=K)[=5D7?&]B=L M*#'EKEBR?;5%'Q#_P $=?V ?BA^Q[XE^-WQD\??"CPG*,#XP^*],U/P]\# MO>KF^TKP;:.6C6I,)ECBB-Q GRAPHIC 33 nsp-20241231_g6.jpg begin 644 nsp-20241231_g6.jpg M_]C_X 02D9)1@+ ! @$ 8 !@ # _[@ .061O8F4 90 ![0P " 0$! M 0$" 0$! @(" @($P(" @%! 0#! 8%!@8&8!08&!@<)" 8"!0<&!@0+" D* M"!@#"!@8("PH"_!L 0P$" @(" @% P,%@<&!P#"!@H*"@#"!@#"M"!@H*"@#"!@H*"@#"!@H*"@#

%&\\DS{OE*A=1!W9_[/"_1!]XW^_M#?@G^U5\/?VQ|KP_??%/]DNPN;SQ!X@\/Z>U!8^(}*ETB34]*U(6S.WV>6>*_M-UD@5F4.AVG#;5POV/M.M?V?/^"\'\!0'PH\>.!%.!J/Q,_^"7@+6?!C7#I?[!4M_M]'M[G3;SR=WWV27#,@^8+\Q&.:\4UCQ)^S1XX^-_!4#]IG]H&W\1:W\!J[_MP3X*\2ZAX$#RW-I)IFEF'58X6B89-O)=1)(0V%3>6X!H]0_8E\3?\%@OVC_M C\.OB'XM_X*?\P.MM0\@^&!"\3>)OAC;:"F&35M/LJ[&&Y>UD*WX>-O') MY?F&, -S@XK(]:_'G_@K5^Q;_P $Y/V4/^"\'@K]J3_@F[\-O"OA'XMZ?XF\ M+R_L[^,/ A5=8\4:C=?!LBP&=6\W51-:2SNZS-)D DJP?V#W4C<-,QM=HJRE! MYBH<@-CD ^F: 'T4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 ?SU?\'"_ "DRU;_L4-(_]M#?-7PA7W?_P<$_Z]Q_(_FKB7_DH,5_CE^84445[YX@4444 %%%% !7ZJ?\&KO_M "7KXK?]BA8_^E35^5=?JI_P:N_\EZ^*W_8H6/\ Z5-7R?'/_)*8KT7__*5$ M^FX-_P"2FPWJ_P#TEG[84445_,9_104444 ?RU?\%+O^4AGQN_[*EKG_*6R MUXA7M_| P4N_Y2&?&[_LJ6N?^ELM>(5_765_\BRA_@C_.DH_EO,?^1A6_QR M_-A1117<<84444 %%%% !7[J?\&N M/_)E/CK_+*E/_Z;;"OPKK]U/^#7'_DRGQU_V5*?_P!-MA7P?B1_R2T_\4?S M/M?#_P#Y*2^&7Y'Z84445_.9^]A6;XR_P"10U7_+!L_P#Z+:M*LWQE_P B MAJO_P#T6U?3^>L_@9_(;1117]BG\HA1110 4444 %%%% !7]*O_!# MG_E%\(_^P;]/_ITO*_FJK^E7_@+AS_RBM^$?_8-U_TZ7E?FBI_R(/_7U? M^DS/T3PU_P"1U5_Z]O\ ]*B?5]%%%?@A^V!1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% \\]7_!QQ_RDRU;_L4-(_\ 135\(5]W_P#!QQ_R MDRU;_L4-(_\ 135\(5_5/"O_"3>$_Z]Q_(_FKB7_DH,5_CE^84445[YX@44 M44 %%%% !7ZJ?\&KO_)>OBM_V*%C_P"E35^5=?JI_P &KO\ R7KXK?\ 8H6/ M_I4U?)\<_P#)*8KT7_I43Z;@W_DIL-ZO_P!)9^V%%%%?S&?T4%%%% \M7_! M2[_E(9_O^RI:Y_Z6RUXA7M__!2[_E(9 M\;^O^RI:Y_P"ELM>(5\?_,%+O^4AGQN_[*EKG_I;+7B%?UUE?_(LH?X(_P#I M*/Y;S'_D85O\XAMH9@6VMC.#CGJ8S"45-U*D5R6YKM+EOM?M?IW>W6QYO17[NH?LA_[6>D_M#V7[*&]_G7;;XA:C@V'AN MXA5\)XRC/YRR%O*.(5)&,N_RP(W)8;3BO\1?V./VE?A1\9M"_9]\<_"NZMO% MOB?[&?#>FVUY,W2:]MU)Y=N]O<02/#,COE0Z.5!!!(P<2L?@92455BVUS+WE MK'^9:[>>Q3P6,C%MTY63Y7H])=MM_+<\RHK8^(/@/Q/\+?'6L?#;QM90VLZ M#]4UA]MM;WT-RD-Q$Y21!+]OOAE(RG...#6/71&49Q4HNZ95RC*$G&2LT%? MTJ_\$.?^45OPC_!\NH_^G2\K^:JOZ5?~"/_"BM^$?_ &#=1_\ 3I>5^:>*MG_(BH_\ 7U?^DS/T/PU_Y'57_KV_ 2HGU?1117X(?M@4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110!_/5_P<$_P"O\=_\ !2[__)2&?&[_+*EKG_I;+7B M%?UUE?\ R+*'^"/_ *2C^6\Q_P"1A6_QR_-A1117<<84444 %%%% !7[J?\ M!KC_,F4^.O^RI3_/IML*_"NOW4_P"#7'_DRGQU_P!E2G_]-MA7P?B1_P D MM/\ Q1_,^U\/_P#DI(?X9?D? IA1117\YGI\%9OC+_D4-5_[!L_I+7B;M*LWQ ME_R*&[_]@V?_-%M5T_C7[3/X&?R&T445_8I_*)^]W_!"]KS6/B'\" BM^R MMX?^%WACPSX<(*_I.^:B\ \+7B%?UUE?_(LH?X(_P#I M*/Y;S'

*7PA7W?_,'"_*3+5O^Q0TC_P!%-7PA7]4*_|)-X3_KW"\C^:N)?^2@Q7-M^.7YA1117OGB!1110 4444 %?]I_P:N_\EZ^*W_8H6/_*5-7Y5U^]G_:N M_P#)>OBM_P!BA8_^E35\GQS_,DIBO1?^E1/IN#?^2FPWJ__$EG[84445_,M9_104444 ?RU?\%+O^4AGQN_[*EKG_I;+7B%>W_\%+O^4AGQN_[*EKG_*6R MUXA7]=97_P*

BRA_@C_Z2C^6\Q_Y&%,_'+!V%%%%=QQA1110 4444 %?NI_P:MX_|)E/CK_LJ4_\Z,;"OPKK]U/^=#7"_),I\=?]E2G_/3;85\'XD?\DM/_M !1_:^U\/_| DI(?X9?D?!A1117\YG[V%9OC+_D4-5_!JL__*+:M*LWQE_P B^&J_|@V?_P!%M5T_C7]3/X&?R&T445_8I_*(4444 %%%% !1110 5_2K_P $ M.?\ E%\(_|<L&ZC_P"G2\K^:JOZ5?_@AS_,HK?A'_-@W4?_TZ7E?F7B MI_R(/\ U]7_*3_.1/#7_D=5?\ KV__$J)!7T445^""[8%%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 ?SU?\'"_"DRU;_L4-(_]%-7 MPA7W?_P<$_Z]Q_(_FKB7_DH,5_CE^8 M4445[YX@4444 %%%% !7ZJ?\&KO_"7KXK?]BA8_^E35^5=?]I_P:N_\EZ^* MW_8H6/_Z5-7R?'/_)*8KT7_*5$^FX-_P"2FPWJ_P#TEG[84445_,9_1044 M44 ?RU?

\%+O^4AGQN_[*EKG_*6RUXA7M_!P4N_Y2&?&[_LJ6N?^ELM>(5_M765_\BRA_@C_.DH_EO.?^1A6_QR_-A1117<<84444 %%%% !7[I?\&N/_)E M-CK_+*E/_Z;,"OPKK]U/^=#7"_DRGQU_V5*?_P!-MA7P?B1_R2T_\4?S/M?# M_P#Y*2'^&7YZ84445_.9^)A6;XR_P"10U7_+!L_P#Z+-M*LWQE_P BAJO_M _P#T6U73^-

>I,_@9_(;1117]BG\HA1110 4444 %%%% !7]*O_!#G_E% M;\(_^P;]/_ITO*_FJK^E7_@AS_RBM^$?_8-U'_TZ7E?F7BI_R(/_7U?^DS/_MT3PU_P"1U5_Z]Q\ I*B?5]%%%?@A^Y!1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% '\]7_!QQ_RDRU;_L4-(_| 135\(5]W_P#!QQ_RDRU;_M_L4-(_| 135\(5_5/"O_ "3>$_Z]Q_(_FKB7_DH,5_CE^84445[YX@4444 % M%%% !7ZJ?\&KQ_)>OBM_V*%C_*E35^5=?]I_P &KQ\ R7KXK?\ 8H6/_14U M?)\<_P#)*8KT7_I43Z;@W_DH_ZO_P!)9^V%%%%?S&?T4%%%% \M7_!2[_E M(9\;O^RI:Y_Z6RUXA7M_ !2[_E(9\;O^RI:Y_P"ELM>(5_765_|(LH?X(_^MDH_EO.?^1A6_QR_-A1117<<84444 %%%% !7[I?\&N/_ "93XZ_[*E/_.FV

MPK*Z_=3_@UQ_P"3*?"7_94I_P#TVV%?!^)'_)+3_P 4?S/M?#__)*2^&7 MY'Z84445_.9^)A6;XR_Y%#5?^P;/_P"BVK2K-\9?\BAJO_8-G_| 1;5=/XUZ MDS^!G\AM%%%?V?RB%%%% !1110 4444 %?TJ_!#G_)16_"/_+!NH_\MITO* FJK^E7_((<_P#**WXD1_P#8-U'_-.EY?YEX?]B*C_-?5_P"DS/T3 MPU_Y57_*]O_P!*8?5]%%%%?@A^Y!1110 4444 %%%% M!1110 4444 %%%% '\]7_!QQ_P I.M6_[%#2/_135\(5]W_|'"_ "DRU;_L M4-(_]%-7PA7]4*_\DWA/^O^>(%%%% !1110 M5^JG_!J[_P EZ^*W_8H6/_14U?E77Z]?

\&KQ_)>OBM_V*%C_.E35\GQS_R2 MF*!%_P"E1/IN#?\ DIL-ZO\ ])9^V%%%%?S&?T4%%%% \M7_!2[_E(9\;O^ MRI:Y_P"ELM>(5I?_,_%+O^4AGQN_[*EKG_I;+7B%?UUE?_(LH?X(_P#I*/Y;_MS'_D85O\(>(%%%% !1110 5^JG_!J[_R7KXK M?\BA8_)4U?E77ZJ?\ !J[_,EZ^*W_ &*%C_Z5-7R?!^ R2F*!%_Z5>$^F MX-_Y*;#>K_)26?

MA1117\QG]%!1110!_+5_P4N_Y2&?&[_LJ6N?^ELM>(5[M?_P4N_Y2&?&[_LJ6N?\ I;+7B%?UUE?_ "_+*!^"/_I*/Y;S'_D85O\I,_@9_(;1117]BG\HA1 M110 4444 %%%% !7]*O_0Y_P"45OPC_P"P,J/_ *=+ROY]J_I5_P"""/\ MRBM^$?\ V#=1_P#3I>5^9>*G_(BH_P#7U?\ I,S]$\-?^1U5_P"O;_| 2HGU M?1117X(?M@4444 %%%% !1110 4444 %%%% !1110 4444 %%%% '\]7_!QQ_P I.M6_[%#2/_135\(5]W_|'"_ "DRU;_L M4-(_]%-7PA7]4*_\DWA/^O^>(%%%% !1110 M5^JG_!J[_P EZ^*W_8H6/_14U?E77ZJ?

\&KQ_)>OBM_V*%C_.E35\GQS_R2 MF*!%_P"E1/IN#?\ DIL-ZO\ ])9^V%%%%?S&?T4%%%% \M7_!2[_E(9\;O^ MRI:Y_P"ELM>(5I?_ _%+O^4AGQN_[*EKG_I;+7B%?UUE?_ "_+*!^"/_I*/Y;S'_D85O\I,_@9_(;1117]BG\HA1 M110 4444 %%%% !7]*O_0Y_P"45OPC_P"P,J/_ *=+ROY]J_I5_P"""/\ MRBM^$?\ V#=1_P#3I>5^9>*G_(BH_P#7U?\ I,S]$\-?^1U5_P"O;_| 2HGU M?1117X(?M@4444 %%%% !1110 4444 %%%% !1110 4444 %%%% '\]7_!QQ_P I.M6_[%#2/_135\(5]W_|'"_ "DRU;_L M4-(_]%-7PA7]4*_\DWA/^O^>(%%%% !1110 M5^JG_!J[_P EZ^*W_8H6/_14U?E77ZJ?

\&KQ_)>OBM_V*%C_ .E35\GQS_R2 MF*!%_P"E1/IN#?\ DIL-ZO\ ])9^V%%%%?S&?T4%%%% \M7_!2[_E(9\;O^ MRI:Y_P"ELM>(5I?_ _%+O^4AGQN_[*EKG_I;+7B%?UUE?_(LH?X(_P#I*/Y;_MS'_D85O\(>(%%%% !1110 5^JG_!J[_R7KXK M?\BA8_)4U?E77ZJ?\ !J[_,EZ^*W_ &*%C_Z5-7R?!^ R2F*!%_Z5>$^F MX-_Y*;#>K_)26?

MA1117\QG]%!1110!_+5_P4N_Y2&?&[_LJ6N?^ELM>(5[M?_P4N_Y2&?&[_LJ6N?\ I;+7B%?UUE?_ "_+*!^"/_I*/Y;S'_D85O\I,_@9_(;1117]BG\HA1 M110 4444 %%%% !7]*O_0Y_P"45OPC_P"P,J/_ *=+ROY]J_I5_P"""/\ MRBM^$?\ V#=1_P#3I>5^9>*G_(BH_P#7U?\ I,S]$\-?^1U5_P"O;_| 2HGU M?1117X(?M@4444 %%%% !1110 4444 %%%% !1110 4444 %%%% '\]7_!QQ_P I.M6_[%#2/_135\(5]W_|'"_ "DRU;_L M4-(_]%-7PA7]4*_\DWA/^O^>(%%%% !1110 M5^JG_!J[_P EZ^*W_8H6/_14U?E77ZJ?

\&KQ_)>OBM_V*%C_ .E35\GQS_R2 MF*!%_P"E1/IN#?\ DIL-ZO\ ])9^V%%%%?S&?T4%%%% \M7_!2[_E(9\;O^ MRI:Y_P"ELM>(5I?_ _%+O^4AGQN_[*EKG_I;+7B%?UUE?_ "_+*!^"/_I*/Y;S'_D85O\I,_@9_(;1117]BG\HA1 M110 4444 %%%% !7]*O_0Y_P"45OPC_P"P,J/_ *=+ROY]J_I5_P"""/\ MRBM^$?\ V#=1_P#3I>5^9>*G_(BH_P#7U?\ I,S]$\-?^1U5_P"O;_| 2HGU M?1117X(?M@4444 %%%% !1110 4444 %%%% !1110 4444 %%%% '\]7_!QQ_P I.M6_[%#2/_135\(5]W_|'"_ "DRU;_L M4-(_]%-7PA7]4*_\DWA/^O^>(%%%% !1110 M5^JG_!J[_P EZ^*W_8H6/_14U?E77ZJ?

\&KQ_)>OBM_V*%C_ .E35\GQS_R2 MF*!%_P"E1/IN#?\ DIL-ZO\ ])9^V%%%%?S&?T4%%%% \M7_!2[_E(9\;O^ MRI:Y_P"ELM>(5I?_ _%+O^4AGQN_[*EKG_I;+7B%?UUE?_(LH?X(_P#I*/Y;_MS'_D85O\(>(%%%% !1110 5^JG_!J[_R7KXK M?\BA8_)4U?E77ZJ?\ !J[_,EZ^*W_ &*%C_Z5-7R?!^ R2F*!%_Z5>$^F MX-_Y*;#>K_)26?

MA1117\QG]%!1110!_+5_P4N_Y2&?&[_LJ6N?^ELM>(5[M?_P4N_Y2&?&[_LJ6N?\

*M_P"P5;_^EUO7T77SI_P5I_Y1W?$[_L%6O_I=;US8W_:O_Z1(_ JBBBOS0_A **** "BBB@ HHHH *^C/^"2O_ "D2^&/_&%; MK_TAN*^N_^G">OZ-J_G)_;/_Y/#^+'_92]=_|*
3A/7S/$O\&GZL_"/'7_D5X/_ !R_M])1YK1117R)_-04444 %%%% !1110 5_1M^QA_R9Y\)_^R:.;%_Z;X*_G)K^C M;]C#_DSSX3_]DTT+_P!-\%?2\-?QZGHOS/W;P*_Y&N,_P1_]*/2J***^O/Z6 M"OG3_@K3_P H[OB=_P!@JU_]+K>OHNOG3_@K3_RCN^)W_8*M?_2ZWKFQO^YU MA\+_ "9X7%"__"3,._Z\U?\ TB1^!5%%%?FA_" 4444 %%%% !1110 5]&?\ M$E? ^4B7PQ_["MU_Z0W%?:=?1G_)?_E(E\,?^PK=?^D-Q?3@O)\[_P"?S/YH] MWA?_);_ !7ZE_Z7$_?2BBBOTL_N**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "OYR M?VS_ /D\/XL?]E+UW_TX3U_1M7\Y/[9__)X?Q8_[*7KO_IPGKYGB7^#3]6?A M'CK_ ,BO!_XY?^DH\UHHHKY$_FH**** "BBB@ HHHH *_HV_8P_Y\|^$_P#V M3300_3?!7\Y-?T;?L8?\F>?"?_LFFA?^F^"OI>&OX]3T7YG[MX%?!C7&?X(_ M^E'I5%%%?7G]+!7SI_P5I_Y1W?$[_L%6O_I=;U!%U\Z?\%;?^4=WQ_[!5K_M ,EUO7-C?!SJ?X7^3//"XH_Y)G'?]>;O_ M_*1(_ JBBBOS0_A **** "BBB@ HHHH *^C/^"2O_*1+X8_]A6Z_](;BOG.O HMS_@DK_RD2^&/_85NO\ TAN*Z<%_ OE/_!1_-'N\+_|)38'_K]2_]+B?OI1117Z6?W>%%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 5 _3^V?\ \GA_%C_II>N_ ^G">OZ-J_G)_;/\ ^3P_BQ_V4O??_3A/ M7S/$O\&GZL_"/'7_)%>#_ QR_P#24>;T45?\+>%_$'C?O-1_@WPGI,U_]FJW ML5!HUC;KF2XGD<(D:CU+&#\;^12;=D? S9&,IR48J[90HK=\7_#/QOX%^(U_|M)/$6AD>(M-U5M,N],LKB.Z87:OY9A5H&=9&#_+A">>>.M=OJ?[$W[4&C?&.7]MG[4OA7-%XSBT235CX?\ ]3M#/):I$TS-'B4K*_EJS")"9#M.%;*E5EM%[V MVZ]O4Z]>79A5D\=?4O4=,|HO3XG9V6]L^QY717?_ C]EOX\?M.7VRd:\2-7 ML#JE_A_\'):26$$PRK7$2QP(<=R! <,P[\H/4"ODNOH/_@F%|=O"WP&_:ZT7-M4/B#=)!X9\3V5SX<\1SR/M6*UO%"!V/0(LHB9B>BJQKYO RC#&4W+:Z/POA. MMA\/Q+A*E=I152.KV3OHWY)V;]#UW_@G/^SU\3? ^$%\5?J\%$H?AEJ'CWQ/IE M_-9_#G0;:U-RUUKLG,FI7"CI%;[]XSC<^<%65"?3_P#@H:GQ)^$/_!8;X8?\' M./0KVUTK4-5T.SL-3,96*]"R)%=PHW<^7/M8=O,%?#VO?$C]HC]F7O? KOP3\ M$,'WQ3I5EH6N75MY7AOQ5A2Q%'ZNJ"34^:/WW=W_7EYGVF6SQCR:GD\-3IXE5]+U:LZBE/GFW;2R:6 MKV4;,2;ZOXC_\E_9^_9[_;>^.? I,_Q3\,>)!X8U7XCZ/XGTFY\&1VS3VD]M M*M^+4QSR(ODL)M@(;,>WA6SQK?$_PIXZ^-G@#Q<_@BWT?PGXF^.GG_$3Q_?> M(-1,%OX9\%6TN-/@N)51FW7$!$[>6I+A5!7&)ALMO-VMY,&!5C+X..H':O0=& P""AFIW?[07 MQ(^*OQ+_^&B:YX<^)N@3Z#J_A2VU8V;6.F'RQ;16TZQL(V@2*-0?+*MALJ"V1 M*QE*4I1D[1NTM-D]O? YV!V:[(P\]2V=6K5Z%>;5%U)QDVIBTXTY.H^9R2;M:; MH)_7+4F[7C$\A/WP&\]-LV?%"^^$WQ)AM!J_E=0,EQH]R)K;Z@EC62*>&0 M ;?%&!!P#U! ((\'&52\7^UI^TAJ'[5/QFNOBK=>%8-"M11[K1^DZ+;W+3BRL[M:%8HHS*P!D;"DEB!DL< # KS2O+K*FJLO9_#?3T/$J,HX&&858X-MTE)\C>[MC?3HGMW2?= (*_HV_8P_Y,\^$_P#V3300_3?!7\Y-?T;?L8?\F>?"?_LFFA?^ MF^"OH>&OX]3T7YG[3X%?\C7&?X(_^E'I5%%%?7G]+!7SI_P5I_Y1W?$[_L%6 MO_I=;U!%U\Z?\%;?^4=WQ_[!5K_ .EUO7-C?!SJ?X7^3//"XH_Y)G'?]>;O_M_*1(_JBBBOS0_A **** "BBB@ HHHH *^C/^"2O_*1+X8_]A6Z_](;BOG.O MHS_@DK_RD2^&/_85NO\ TAN*Z<%_OE/_!1_-'N\+_|)38'_K]2_]+B?OI1117Z6?W>%%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 5^0_]?_ | P43\,1?%>U_97_*XQ? :?M.P:CX5,?P[U#5=#\;>!# MIU\MON_^ MG">OF>)?X-/U9^$>.O\ R*\'_CE_Z2CS6BBBOD3^:@HHHH **** "BBB@ K^MC;]C#_DSSX3_/9--"]-\%?SDU_1M^QA_R9Y\)_^R:.% Z;X*^EX;_CU/1? MF?NW@5_P C7&?X(_|1Z51117UY_2P5\Z?\%:? <9_@C_Z4>E4445]>?TL%?:G_!6G_E'=\3O^P5;_^EUO7T77SI_P5I_Y1W?$[_L%6O\ Z76][PO_P E-@?^OU+_ -+B?OI1177Z6?W>%%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 ?) __ 49_P"""3O_]_ &\^ A1__ EQ_"1Z?/=>?_PDHV#/]Y4BIMV_9IM^=VLH-[MH_ 4#_B)$_ZLS_ MR_]F_D?]_WOK\IOZ^X?[L/S/_GY^$^]CY+_ (BMQ[_T&?]\ ME.E_\@?]'_Q$BP\5F?_)D3_P"]I'_$2)_U9G_YD3_[WU^7!%'IMYG_,_/-MPC_D'_$5N/O^@S_RG2_^0/U_P"(D3_JS/_]R)_]Z/^(D3_JS/_P R)_|-M>^OR_HH_MO,_^? GX1_R#_B*W'W_09_Y3I?\ R!^H'_$2)_U9G_YD3_[WT?\ M$2)_U9G_ .9$_P#O?7Y?T4?VWF?_#_"/\ D'_$5N/O^@S_ ,ITO_D#]\/^ M'"%QF,GSU)]5W9*H26R26R6R"BBBNX^M"OYR? VS\ ]-D/XL?\ 92]= M_P#3A7/$]&UU?\ 9G\)_^E'I5%%%?7G]+!7SI_P5I_Y1W?$[_L%6O_ *76]?1=?.G_5I_P"4=WQ_P"P5;_^MEUO7-C?!SJ? X7^3//"XH_Y)G'?]>;O_I$C\"I"*** -#^$ HHHH **** "BBB@ M KZ_P"""2O\ RD2^&/\ V%_K_P!(;BOG.OHS_@DK_P I$OAC_P!A6Z_](;BN MG!?IY3_Q1_-'N\+_ /)38'_K]2_]+B?OI1117Z6? W>%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 ?) __ 49_P"""3//\(_P!DTT+_ --\%?2\-?QZGHOS/W;P M* Y&N,_P1_]2CTJBBBOKS^E@KTP_P"""M/\ "GN^>)W_8*M2_$\NMZ^BZ^=/^ M"M/_ "GN^>)W &"K7_TNMZYL,_N=3_ _R9X7%'>),X[_*\U?_2)'X%4445^ M:\(!1110 4444 %%%% !7T9_P $E?\ E(E\,?\ L*W7_I#<5\]YU]&?!$E?^ M4B7PQ_["MU_Z0W%=:_"_WRG_BC^;/=X7_ .2FP/\ U^!?^EQ/WTHHHK]+/!O* MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** /R?\ ^*C+_ DJO MPS_[%Z_ /1\=?F_7Z0?\'&7_)5?AG_V+U_ .CXZ_-^OS[.?^1E4^7Y(_B MQ._Y+K&^L?\ TB(4445Y A\&%%%% !1110 4444 ?K*_P;F_\DJ^)G_8PV'_H MB2OT?K\X/^* MN_]PGKYGB7^*#3]6?A'CK_R\'_ (Y?^DH\UHHHKY$_FH**** "BBB@ HHH MH* HV_8P_Y\|^$_ 9--"_]3?!7\Y-?T;?L8?\)GGPG_)HH7_*;X^*EX M;_CU/1?F?NW@5_P C7&?X(_|1Z51117UY_2P5\Z?\%:?^4=WQ_P"P5;_^MEUO7T77SI_P5I_Y1W? $[_L%6O_I=;US8W_;O\ MZ1(_ JBBBOS0_A **** "BBB@ HHHH *^C/^"2O_"D2^&/_&%;K_TAN*^<MZ^C/^"2O_*1+X8_]A6Z_](;BNG!?IY3_,4?S1^O"_\ R4V!_P"OU+_TN)^^ ME%%%?I9_=X4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110!^3 M_P#P<9?\E5^&?_8O7_\ Z/CK\WZ_2#_@XR_Y*K_P#L7K__-'QU^;]?GV< M_P#(RJ?+\D?Q?XG? \EUC?6/_*1?#]&?\ @?BQ^S_\ #(X)?L)?#]XB^*:!\X\?M_%+7+IT+EMPDK@-G>\-*]PIJ;LU?\GVW=U_ZNVFURRMXA1117&>'ZP_P#!N;_R2KXF?!C#8?\ HB2OT?K\X/\ @W-_MY)5\3/\ L8;#_P!$25^C\?H.3_\(MI^C-G\H>&/_)"X+TE_P"ER"BBBO3/ MO K^\6/^REZ[_Z<)Z^9XE_@ MT_5GX1XZ_P#(KP?^_7_I*/:***^1/Y]"BBB@ HHHH **** "OZ-OV,/^3// MA/\ ]DTT+_TWP5_.37]&W\&'_)GGPG_)HH7_IO@KZ7AK^/4]%^9^]>!7_(U MQG^"/_!1Z51117UY_2P5\Z?\%:?^4=WQ_[!5K_Z76]?1=?.G_!6G_E'=\3O M^P5;_P#I=;US8W_O\ _P!'QU^,]?GV<_(RJ?+\D?Q?XG?\EU C?6/_$3]M_;F9Z"^U\?L9?***^1/Y]"BBB@ HHHH **** "OZ-OV,/^3// MA/\ ]DTT+_TWP5_.37]&W\&'_)GGPG_)HH7_IO@KZ7AK^/4]%^9^]>!7_(U MQG^"/_!1Z51117UY_2P5\Z?\%:?^4=WQ_[!5K_Z76]?1=?.G_!6G_E'=\3O M^P5;_P#I=;US8W_O\ _P!'QU^,]?GV<_(RJ?+\D?Q?XG?\EUC?6/_$3]M_;F9Z"^U\?L9?***^1/Y]"BBB@ HHHH **** "OZ-OV,/^3// MA/\ ]DTT+_TWP5_.37]&W\&'_)GGPG_)HH7_IO@KZ7AK^/4]%^9^]>!7_(U

*4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110!^57OJ_9A_X*Y>-/^"G7B'|LKQS^Q\,/B|X9\'7[6?|/GA M_P 3_%\;=.I_A6U1R#JHLA;2K)J-QMCE,TAW0*OW(RGNG[1G[-?I=/\ P4@_ M84U'PM\=?A=X+^#GQE\'_$73?%?PE.F^+GU[3$O]+>"YM+BYF2")D620W-NZ MJC%%(D&[IE?<-% 'P$WP)_X*_|:0?H_X*^-/VWOV;?""7P>^'OP+\4_P#" M8RZ1I/Q!C\07GBWQ-%;R06,L/DPQK9VDRL2]XY++X]XD_9G_X+"W_ M /P4E\6_MR_$K]AKX;_%L;-JWLQ;2K|ON%$<7-FUH6>0PA2C*VT1#!^8UXC^SQ_P;|?LS?L_|%7[MK[HWP)^SU8:9\,|+ Z5-X!5/&VISW-EXKAOI7FN&26Y9W3R#& LC/%D<)G) MK]*[* "BBB@ HHHH **** "BBB@ HHHH *** "B@ HHHH **** "BBB@ HHHH *** "BBB@ HHHH **** "BBB@ HHHH *** "BBB@ HHHH **** "BBB@ HHHH *** "BBB

*%%%% !1110!^*W_!U-_P EF^$?_8L:E_Z415^4E?]W_P '4W_)9OA'_P!B MQJ7_ *415^4E?TWP+_R2>%|)?^ER/YVXS_Y*;$>]_P#28A1117U!\P%%%% ! M1110 4444 ?M5_P:L_|)&/BY_V-&F_^DTM?JU7Y2_|+]JS_,D8^+G_&-& MF_|-+7ZM5_,G'7_)68KUC_.D1/Z(X_ Y)G#^C_P#2I!1117R1|0%?RJ?M M\?\ )\7QI_[*UXC_/3G<5_57?\]GJ?"_)]7QI_[*UXC_P#3G<5^L^$_^_XG M_#*\S\Q\3?\ ?CH4444 %%%% !1110 5_57^P/ _,F* M_!;_ +)+X<_]-EO7\]E?U5_L#_|)BOP6_[)+X<_]-EO7Y/XL?[AAO\ %+\C M]-\,O]^O^%?>TL445^'G|&%?+'_!;/_E%M\7O^P+:?^G"UKZGKY8_X+9_\HMMOB[_V!;3_TX6M>MD' _"/<+_U\A_Z4CS,Z_2"1-B?^O<__$EG\T5%%%?UMD?$%%%% !1110 4444 %?5'_!$O_E*5\(?^PS>?^FZZKY7KZH_X(E_\I2OA M#_V&;S_TW75>5GW_"(\5_U[G_Z2ST\E_P"1SAO^OD/_$I'}+E%%%%?R8?TZ M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 ?BM_P=3?\EF^ M$?\ V+&I?^E$5?E)7ZM_|'4W_)9OA' V+&I?^E$5?E)7]-|\"_P#))X7TE_Z7 M(G;C\ V*;$>]_[)B%%%%?6GS 4444 %%%% !1110!^U7_!JS_R1CXN?]C1 MIO\ Z32U^K5?E+_P:L_)8D=3_Z32U^K5?S)OU_R5F%]8_^D1/Z(X_ MY)G#^C_[*D%%%%?)'U 5_*I^WQ_R?5\:?^RM>(__$YW%?UU5_*I^WQ_R?5\ M:?\ LK7B/_TYW%?K/A/__+_B?/S/S'Q-_W+#_XG^1Y-1117[>?CH4444 % M%%% !1110 5_57^P/_R8K\%O^R2^/\ TV6]?RJ5_57^P/\ |F*_!;_ LDOAS M_P!-EO7Y/XL?[AAO\4OR/TWPR_W[$?X5^9ZS1117X>?L85\L?\%L_P#E%M\7 MO^P+:?\ IPM:^IZ^6/\ @MG_,HMOB[_V!;3_P!:%K7K9![_R/<+_ -?(?^E(-M\S.O^1-B?^O<_P#TEG\T5%%%?UD?S$%%%% !1110 4444 %?5'_!$O\ Y2E? M'"' L,WG_*;KJOE>OJC_((E_P#*4KX0_P#89O/_$W75>5GW_(CQ7_7N?\ MZ2ST\E_Y'.&_Z^0_]*1_2Y1117\F'].A1110 4444 %%%% !1110 4444 %%% M%% !1110 4444 %%%% 'XK?\'4W_"6;X1_]BQ7_17?^5^K?_ _=3?\EF M^$?_&+I&I?\ I1%7Y25_3?^O.)>5?E)7ZM>$)O^EEC_@MG_P H#OB]_P\(6T_]-%K7K9[_R/<+_ \U\A_Z4CS,Z_Y$ MV)_Z]S_]9 -%1117]9'Q!1110 4444 %%%% !7U1_P1+_Y2E?"'' L/WG_INNJ^5Z^J/^=)?_ _*4KX0_]AF_P#3==5Y6??\B/%?]>Y_^DL]/)?^1SAO^OD/_M_2D?TN4445_)A_3H4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110!^*W_ =3?\EF^$?_ &+I&I?\ I1%7Y25^K?\ P=3?\EF^$?\ V+&I?^E$5?E)7]-\"_|))X7TE_Z7(_G;C/_)*;$>]_[)B%%%%?6GS 4444 %%%% !1 M110!^U7_ ;L_P#)&/BY_P!C1IO_*32U^K5?E+_ ,&K/_)&/BY_V-&F_P#I M-+7ZM5_,G'7_ "5F*]8_^D1/Z(X_ P"29P_I\P#T]04445\D?4!7\JGI?"_) M]7QI_P"RM>(__3G<5_577\]GJ?"_ "?5\:?^RM>(_P#TYW%?K/A/_O\ B?\ M#*\S\Q\3?\RP_P#B?]Y'DU%%%%?MY^.A1110 4444 %%%% !7]5?]_ _P#R8K\%O^R2^/\ _$V6]?RJ5_57^P/_ ,F* ;!;_ +)+X<_]-EO7Y/XL?[AAO\4OR/TW MPR_W[$?X5^9ZS1117X>?L85\L?\ ;!;/_)1;?%[_ + MI_Z<+6OJ>OEC_@MG_M_P H#OB]_P!@6T_]-%K7K9![_R/<+_ P!?(?\ I2/,SK_D38G_*]S_P#26?S14445_61_,04444 %%%% !1110 5] M4?\ !$O_)2E?"'' _+#-Y_Z;KJOE>OJC_@B7_P I2OA#_P!AF_]-UU7E9]_MR(\5_P!>Y_\ I+/3R7_D%])?\ I35;T'7=9\+:Y9>)O#FJ3V.HZ==QW M5A>VLA26WFC8.DB,,596 ((Z$54HK]N:35F?CR;3NC?\>^._%WQ\;:I\1/'MVN2ZGK>M?LEY]NHSA1)=7$C;GD;: "S,22<_6_>X4445H0%%%% !7]5?[_P#R8K\%O^R2^/_$V6]?RJ5_57^P/_,F*_!;_ +)+X<_]-EO7YCXL?[AAO\4OR/TWPR_W[$?X5^9ZS111-M7X>?L85\L?\ ;!;/_)1;?%[_ + MI_Z<+6OJ>OEC_@MG_M_P H#MOB]_P!@6T_]-%K7K9![_R/<+_ P!?(?\ I2/,SK_D38G_*]S_P#26?S14445_61_,04444 %%%% !1110 5] M4?\ !$O_)2E?"'' _+#-Y_Z;KJOE>OJC_@B7_P I2OA#_P!AF_]-UU7E9]_MR(\5_P!>Y_\ I+/3R7_D%])?\ I35;T'7=9\+:Y9>)O#FJ3V.HZ==QW M5A>VLA26WFC8.DB,,596 ((Z$54HK]N:35F?CR;3NC?\>^._%WQ\;:I\1/'MVN2ZGK>M?LEY]NHSA1)=7$C;GD;: "S,22<_6_>X4445H0%%%% !7]5?[_P#R8K\%O^R2^/_$V6]?RJ5_57^P/_,F* M_!;_ +)+X<_]-EO7YCXL?[AAO\4OR/TWPR_W[$?X5^9ZS111-M7X>?L85\L?\ ;!;/_)1;?%[_ + MI_Z<+6OJ>OEC_@MG_M_P H#MOB]_P!@6T_]-%K7K9![_R/<+_ P!?(?\ I2/,SK_D38G_*]S_P#26?S14445_61_,04444 %%%% !1110 5] M4?\ !$O_)2E?"'' _+#-Y_Z;KJOE>OJC_@B7_P I2OA#_P!AF_]-UU7E9]_MR(\5_P!>Y_\ I+/3R7_D%])?\ I-C=Z@9C(!%%*%A"A'+.3]T#)[IX&_P#!+CXI?%W]`MA#X@?M\Z[XJ3PIX:\(V[OH-C<:6TTGB$Q-LG*-YB"*-&(028?68^M4Y(0N^7GZ?#:IWKIHKK[MJVZ/EZBOK;IEO_@E=_PN?X&Z^'T3=_VH_*GPB\->,M>;1O 3^(,22YN-=NU M=HV*8M+*32*R&5fX*L2 -L:,B_X0\^-9-0^ ,@&+XE;5>^-?@AI<>LR:!H\ MCNK;0#HX8&YO:;Z$@V^3%)#+*Y9C)82J259=IR-MS*O:SI^TU@=/1V3YE'>JG M;32E9^(]JQI_8^9>SA4IGD)76JOLY;7NKQ3:NO>Z7/F>BOK[)F2_ 0..A^^T MA#?"/Q$G^/MCH/BKXFVOB.X^%_@Z3P]+<)K2:*/]+\^{6519DL&5 8Y,XSQ MT'C1_9>_LC]C8?M;^-O''JE?VSXP_L'P-X;_LSS)==\F/???7FF5?)@@W11[M@DF^239\F";TIYOEU6K*G&=Y*7+;S^)N2LM-=8R3:NERRNU9V8>5X^G3524+ MQQYKW6UD]==-)1;3LWS*RU1Y-1117?GGJ[5?\&K/_)&/BY_V-&F_^DTM?JU7 MY2_|&K/_ "1CXN?]C1IO_I-+7ZM5_,G\7_)68KUC_P"D1/Z(X_ Y)G#^C_ M2I!1117R1|0%?RJ?M\?\GU?&G_LK7B/_ -.=Q7]5=?RJ?M\?\GU?&G_LK7B/_M_P!.=Q7ZSX3_ _XG_#*\S\Q\3?]RP_^) D>34445?WGXZ%%%% !1110 444 M4 %?U5_L#_|)BOP6_[)+X<_]-EO7\]E?U5_L#_\F*_!;_LDOAS_ --EO7Y/ MXL?[AAO\4OR/TWPR_P!^Q'^%?F>LT445^'G|&%?+'_!;/_E%M\7O^P+:?^G"UKZGKY8_X+9_\HMOB[_V!;3_ -%K7K9![_R/<+_ U\A_Z4CS,Z_Y$V)_Z]S_] M)9 -%1117]9'Q!1110 4444 %%%% !7U1_P1+_Y2E?"'' L/WG_INNJ^5Z^J/^=)?_ _*4KX0_]AF_P#3==5Y6??\B/%?]>Y_^DL]/)?^1SAO^OD/_2D?TN44 M45 _)A_3H4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110!^*W_ M =3?\EF^$?_ &+I&I?\ I1%7Y25^K?\ P=3?\EF^$?\ V+&I?^E$5?E)7]-|\"_|))X7TE_Z7(_G;C/_)*;$>]_[)B?%!^VG\//AM\1?"/[_P6\<_$&U\) M> -3^%=E+K7B&YGCB@L'N?LKZC+0^_AG\,_V=OVC?MAU\/VT_@ZGPR;P#H/AOP18>'_$RSZ?X&TVU-YB;&'4X62X9RQDY+&(]681@ MU^27Q1_D\]?&W_@GC\/?@'XVGO(_'OPE\4WT/AF?I,7@OO#\|HEEC>0?=EA MN(XPJD8\O&#D$5Y-\/OC_P#&/X5>_,%OPP^'OCRIT0O/'=I\,+7,MU0QZG% M"9#$CE0_4RR8VD?>->>;4X9QN-P<(*JX2I3E9-)Q?[FVG.M'JXV^=XO1R/0I M\18/\JE?G-^SQ^WG^V#^R?H&H>%/V>?C[KOAC2]4E,MYMI(DD!E*A3*L#YO#WA*\NM\S++]$P M.H:E/<.+NY!P,FHK<-9AAJ&*A3E>-13BDG)MNK--2DG[L?9W>L= MTVW8NCQ!@<6 16PTIQM*FX2;:BDE3@TU%K5^TLM\LTDKG6_L/?MK?MO/.5A) M*? BC^SOXGOO&GPA\0IL.K7^A7ED/J(LH99H;.Z MC,4WDM(K&\0H642IM=0S;6&376?LW?MU_M4?IL:/J?A_X\?%)\L=6N4NKQ_RMTFTFO8XH\$*)OF.18J=>=; N-.6EGLW)M\S;Y7 M9V>ED_BG?XFSR\!G6&A1C1QJE./5;Y22Y4E=7VUN\,/Y,'#_&3X%O$E!H$!V"N$G>VN'A:11DX#%"0,IZYNI4U34M;U.XUK6;^_M: [O+R=Y[NZN)"\]DTCL69V8\LQ))))]"OJ*:FJ;4W=VU?F?-S<'-N*LNGH?:MM5_P:L_\D8^+G_8T:;_Z32U^K5?E+_P:L_|)&/BY_V-&F_^DTM?JU7\S\=?M\E9BO6/_**1$_H;@S_DF(_| MTYW%?U5U_*I^WQ_R?5\:?^RM>(__$YW%?K/A\|_B?\,%?S/S'Q-_W+#_XG M^1Y-1117]>?CH4444 %%%% !1110 5_57^P/_P F*_!;_LDOAS_TV6]?RJ5_ M57^P/_P F*_!;_LDOAS_TV6]?RJ5_ M57^P/_P F*_!;_LDOAS_TV6]?RJ5_ M57^P/_P F*_!;_LDOAS_TV6]?RJ5_M57^P/_R8K\%O^R2^/\ TV6]?D_BQ_N&&_Q2_(_32*+_ _'!$?X5^9ZS1117X M>?L85\L?\%L_^46WQ>_[MI_Z<+6OJ>OEC_@MG_RBV^+W_8%MA\TX6M>MD'M_(JPO_7R'_I2/,SK_D38G_KW/_TEG\T5%%%?UD?S$%%%% !1110 4444 %?5 M'_!$O_E*5\(?^PS>?^FZZKY7KZH_X(E_\I2OA#_V&;S_ --UU7E9]_R(\5_U M[G_Z2ST\E_Y'.&_Z^0_]*1_2Y1117\F'].A1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !

*M!VOQ&TJ0)€UC"RGM;=TGO)N$EC=E*/M#$;7V?/!'W_!%?\,;+^)W|*GPA\?·MR_M+7?|/,M^&?BIX[^)'A_X.;E\,;3Q#!H(OBW^W9?^)|/2_!'A.7Q?KL·MOP9T_3K?QO:M#=B&PC;-REDUJQW&2 LI[@'K]7***** "BBB@ HHHH *****." MN4^,_P 4]!^:!OP2\7_&GQ5X&;]6=3TK1+-;B\N[>V@>;6*")V59 M9&1&"H6&XD#/-=?2,JNI1U!!&"":.'*·/P9_;&^%G[(?PG@\;?\%,O^"57Q\U M_P#9^LHOV8M/^*ANV\) ^(A%H^KZM-JMVG|CW^F2236|\QXTM39Q!8X|D<*2 M&#?!MHG[77P3_;H/@S_@G[^TWIGB+PH0_BW\!+#QKJ.CVEU[_M4?L0?LG? MM^:-\,?M4? M S1/&5OHMV;G19|0C>,ZTZ4XW-;W,+)-!NVKNV.H::N%·A_?%?C6VT3_2M S1YQVTCS1"%5# IV<;!0;IB'_((Z_"3((>+^U[^QE\//#WA/5],\,:5K7P M2^*6A3^5XHN=<;2)K*+[:C&XN+EY,QR0,S>61)A$,0*?]3^S9^R+^S-^Q|\- MG^$7[,WP4T'P;X>FN'GN]/TBS ^V3, K2W$C9DN)"H"EY&9L #.!7E_P^_X M(Z?\$P?A7\9;,X_?#[]BOP5IGBBPU)M1TRZALG:VT^\@@_;+:S9S;6TH*]0\ M4:L14$$$"@#R?]JC_@IC\<_A9HGPQ_8F^!GA+0]<_:I^(7@&RU76;?Q'=K:: M'X&@-,*)=2QJKC&(TN/;6.V3YY67:/X%Dl;_X)]_L9_"S\CGX<:)9Z5\9?^E M_$'CQMK\U_P^+7O)O;I^2]\1:M('/,9(CVH]>,;D@MU^6-,@98UM2M"|\$E_M^<'[5_Q1O? C7^T9^R'X3\7^*M0@AAO-"5Y18X8UCC4D.!A44 #M71_L MJ_|'//BG]B#4-;:U7]DS]G+P[X$N?$4,$6MS:'"Z&\2$N8E?>8S$X.G!T96NWT3_ #/R;0BXFSOAG 8:IEM7 MV9_|/S\(_P"0?\16X^_Z M#/\ RG2_^0/U_XB1/\ JS/_ ,R)_P#>^C_B)$_ZLS_\R)_|JZ_+^BC^V\S_M .?GX1_R# B*W'W_$&?^4Z7_P @?]!_Q$B?]69_^9$_^]J?HW\&/B)_PM[X M/>$_BQ_8_P#9_P#PE'AJPU?^S_M'G?9OM-NDWE;]J[[N_;NVKG&<#I7\TE?T M;?L8?\F>?"?_ +)IH7_IQ@KW,DQ^+QE6:K2NDNR7Y(_6/"?C#B/B;,,33S*O M[2,(IKW81LV[?9BOOQ2[***'C/W$*YSXM?%GX?\ P+^>]_%CXIZ_P#V7X?T M;)9=2O\ ]++/)*LZQ@[(4=V^9U'RJ>OI7!U\Z?\ !6G_)1W?$[_ +!5K_Z7 M6|8BXPE*E0G-;I-_,6U>UG;ZUU1E?\/FO^"; M_P#T_EC[S_S/ MYI_XCAQ9_P ^*_@-3_Y8?0[_P /FO\ @FO_-'(?^6?K/\ \AT?\/FO^"·,_M_1R'_EGZS_|(=?@_11_K'COY8_<_P#,/^(X<6?\^*_(#4_P#EA^\'_#YK M_@FO_P!'(?\ EGZS_P#(=' _#YK_@FO\ ]'(?^6?K/_R'7X/T4?ZQX[^6/W/_M ##_(CAQ9_SXH?^ U/_)8?O!_P^;_X)K_]'(?^6?K/_P AT?\ #YK_(0K M_P#1R'_EGZS_/(=? @ 11_K'COY8_< \|P XCAQ9_SXH?^ U/_EA^\' _#YK_@ MFO\ ]'(?^6?K/_R'71_"7_@]#^POJ=)BJGPG^%?OQ_M3O!K,K1Z,8?\(S[< M'G,J<ZBWS6R(ORHQ^9AT]:_G\KZ,_P"""2O\ RD2^&/\ V%;K_P!{;BML/G^,_MK8B$'&-FTMGU?]>GDWC)Q/F.<8;"5*-%1]5(1=HSO:4DG:|1!]GIHS]|*****M^O/Z5"BBB@ HHHH *****"BBB@ HHHH *****"BBB@ HHHH ***** "BBB@ H MHHH *****."BBB@ HHHH *****"BBB@ K^N_^G">OF>)?X-/U9^$>.O_ "*\'_CE_P"DH\UHHHKY M$_FH***** "BBB@ HHHH *_HV_8P_Y,\^$_|V3300_3?!7\Y-?T;?L8?\F>?M^"|\ DJH7_IQ@KZ7AK^/4]%^9>]+7_{UQG^^/\ Z4>E4445]>?TL%?.G_!6G_E'=\3O^P5, P#I=;U!%U\Z?\ !6G_)1W?$[_ +!5K_Z76||PO\ \E-@?^OU M+_TN)^^E%%%?I9_=X4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !7\Y/|9_|MR>\6/\ LI>N_P#IPGK^C:OYR?VS_P#D\/XL?]E+UW_TX3U\SQ+_ :?]S\(M\=? ^17@_|&OX]3T7YG[MX%?\ (UQG^^/_ *4>E4445]>?TL%?.G_!6G_E'=\3O^P5 M;\|=;U!%U\Z?\ !6G_)1W?$[_ +!5K_Z76||PO\ \E-@?^OU M+_TN)^^E%%%?I9_=X4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !7\Y/|9_|MR>\6/\ LI>N_P#IPGK^C:OYR?VS_P#D\/XL?]E+UW_TX3U\SQ+_ :?]S\(M\=? ^17@_|&OX]3T7YG[MX%?\ (UQG^^/_ *4>E4445]>?TL%?.G_!6G_E'=\3O^P5, P#I=;U!%U\Z?\ !6G_)1W?$[_ +!5K_Z76||PO\ \E-@?^OU M+_TN)^^E%%%?I9_=X4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !7\Y/|9_|MR>\6/\ LI>N_P#IPGK^C:OYR?VS_P#D\/XL?]E+UW_TX3U\SQ+_ ;?]S\(M\=? ^17@_|&OX]3T7YG[MX%?\ (UQG^^/_ *4>E4445]>?TL%?.G_!6G_E'=\3O^P5; |=;U!%U\U\MZ?\ !6G_)1W?$[_ +!5K_Z76||PO\ \E-@?^OU+_TN)^^E%%%?MI9_=X4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110!^3_ /P< M9?\)5?AG_V+U_\ ^CXZ_-^OT@_X,,O^2J_#/_L7K_|'!OU^;!?GV<_\C*I\OR1_%_B=_R76-J8_P#1$0HHHKS#X,**** "BBB@ HHHH _6'_@W-_Y)5\3/^QALA T1)7Z/U^<'-!N;_R2KXF?]C# M8?\ HB2OT?K]!R?_)%M/T?YL_M+GA%OO4Z9]X%?SD_MG_\MGA%C_LI>N_^G">OZ-J_G)_;/_Y/#^-'_92]=_\3A/7S/$O\&GZL_"//?_D M5X/_\R_|)1YK1117R)-04444 %%%% !1110 5_1M^QA_R9Y\)_^R::%_Z: MX*_G)K^C;!C#_DSSX3_|DTT+_P!+\?SDU_1M^QA_M_P F>?"?_LFFA?\ IO@KZ7AK^/4]%^9^[>!?_(UQG^^/_I1Z51117UY_2P5\ MZ?\ !6G_)1W?$[_ +!5K_Z76|?1=?.G_!6G_E'=\3O^P5;_^EUO7-C?]SJ?_MX7^3/"XH_P"29QW_%\J_P#I$<|'|***_-#^$ HHHH ***** "BBB@ KZ_,X) M*_| *1+X8_| 85NO_2&XKYSKZ_X)*_\I$OAC_V%,K_TAN*Z<%_OE/\ Q1_-_M'N\+_P#)38'_*_4Q_2XG|Z4445^:\'(!1110 4444 %%%% !7T9_P25_Y2)?#'_L*W7_1#<5\|YU|& M?\$E?^4B7PQ_["MU_Z0W%?.=?Q73@O\|I_XMH_FCEX7_.2FP/\ U^!?^EQ/WTHHHK]+//IQ"BBB@ HHHH ***** "BBB@ HHH MH ***** "BBB@ HHHH *****/R?\ ^#C+_D]OPS_[%Z__/\|=?E_7Z0?\'&7 M_)5?AG_V+U_ _.CXZ_-^OSI.?^1E4^7Y(_B_Q._Y+K&^L?\ TB(4445YA\&% M%%% !1110 4444 ?K#_P;F_\DJ^)G_8PV'_HB2OT?K\X/^#N_|IPGKYGB7^#3]6?A'CK_R M*\'_(Y?^DH\UHHHKY$_FH***** "BBB@ HHHH *_HV_8P_Y,\^$_ |V3300_3?!7\Y-?T;?L8?\F>?M^"|\ DJH7_IQ@KZ7AK^/4]%^9^[>!?_(UQG^^/_I1Z51117UY_2P5\ MZ?\ !6G_)1W?$[_ +!5K_Z76|?1=?.G_!6G_E'=\3O^P5; |=;U!%U\U\MZ?\ !6G_)1W?$[_ +!5K_Z76|?1=?.G_!6G_E'=\3O^P5;_^EUO7-C?]SJ?_MX7^3/"XH_P"29QW_%\J_P#I$<|'|***_-#^$ HHHH ***** "BBB@ KZ_,X) M*_| *1+X8_| 85NO_2&XKYSKZ_X)*_\I$OAC_V%,K_TAN*Z<%_OE/\ Q1_-_M'N\+_P#)38'_*_4Q_2XG|Z4445^:\'(!1110 4444 %%%% !7T9_P25_Y2)?#'_L*W7_1#<5\|YU|& M?\$E?^4B7PQ_["MU_Z0W%?.=?Q73@O\|I_XMH_FCEX7_.2FP/\ U^!?^EQ/WTHHHK]+//IQ"BBB@ HHHH ***** "BBB@ HHH MH ***** "BBB@ HHHH *****/R?\ ^#C+_D]OPS_[%Z__/\|=?E_7Z0?\'&7 M_)5?AG_V+U_ _.CXZ_-^OSI.?^1E4^7Y(_B_Q._Y+K&^L?_2(A1117F'P84444 %%%% !1110!^L/_!N;_P DJ^)G_8PV'_HB2OT?K\X/^#&OX]3T7YG[MX%?\ (UQG^^/_*4>E4445]>?TL%?.G_!6G_E'=\3O^P5;_\I=;U!%U\U\MZ?\ !6G_)1W?$[_ +!5K_Z76||PO\ \E-@?^OU+_TN)^^E%%%?MI9_=X4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110!^3_ /P< M9?\)5?AG_V+U_\ ^CXZ_-^OT@_X,,O^2J_#/_L7K_|'!OU^;!?GV<_\C*I\OR1_%_B=_R76-J8_P#1$0HHHKS#X,**** "BBB@ HHHH _6'_@W-_Y)5\3/^QALA T1)7Z/U^<'-!N;_R2KXF?]C# M8?\ HB2OT?K]!R?_)%M/T?YL_M+GA%OO4Z9]X%?SD_MG_\MGA%C_LI>N_^G">OZ-J_G)_;/_Y/#^-'_92]=_\3A/7S/$O\&GZL_"//?_D M5X/_\R_|)1YK1117R)-04444 %%%% !1110 5_1M^QA_R9Y\)_^R::%_Z: MX*_G)K^C;!C#_DSSX3_|DTT+_P!+\?SDU_1M^QA_M_P F>?"?_LFFA?\ IO@KZ7AK^/4]%^9^[>!?_(UQG^^/_I1Z51117UY_2P5\ MZ?\ !6G_)1W?$[_ +!5K_Z76|?1=?.G_!6G_E'=\3O^P5;_^EUO7-C?]SJ?_MX7^3/"XH_P"29QW_%\J_P#I$<|'|***_-#^$ HHHH ***** "BBB@ KZ_,X) M*_| *1+X8_| 85NO_2&XKYSKZ_X)*_\I$OAC_V%,K_TAN*Z<%_OE/\ Q1_-_M'N\+_P#)38'_*_4Q_2XG|Z4445^:\'(!1110 4444 %%%% !7T9_P25_Y2)?#'_L*W7_1#<5\|YU|& M?\$E?^4B7PQ_["MU_Z0W%?.=?Q73@O\|I_XMH_FCEX7_.2FP/\ U^!?^EQ/WTHHHK]+//IQ"BBB@ HHHH ***** "BBB@ HHH MH ***** "BBB@ HHHH *****/R?\ ^#C+_D]OPS_[%Z__/\|=?E_7Z0?\'&7 M_)5?AG_V+U_ _.CXZ_-^OSI.?^1E4^7Y(_B_Q._Y+K&^L?_2(A1117F'P84444 %%%% !1110!^L/_!N;_R DJ^)G_8PV'_HB2OT?K\X/^#&OX]3T7YG[MX%?\ (UQG^^/_*4>E4445]>?TL%?.G_!6G_E'=\3O^P5;_\I=;U!%U\U\MZ?\ !6G_)1W?$[_ +!5K_Z76||PO\ \E-@?^OU+_TN)^^E%%%?MI9_=X4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110!^3_ /P< M9?\)5?AG_V+U_\ ^CXZ_-^OT@_X,,O^2J_#/_L7K_|'!OU^;!?GV<_\C*I\OR1_%_B=_R76-J8_P#1$0HHHKS#X,**** "BBB@ HHHH _6'_@W-_Y)5\3/^QALA T1)7Z/U^<'-!N;_R2KXF?]C# M8?\ HB2OT?K]!R?_)%M/T?YL_M+GA%OO4Z9]X%?SD_MG_\MGA%C_LI>N_^G">OZ-J_G)_;/_Y/#^-'_92]=_\3A/7S/$O\&GZL_"//?_D M5X/_\R_|)1YK1117R)-04444 %%%% !1110 5_1M^QA_R9Y\)_^R::%_Z: MX*_G)K^C;!C#_DSSX3_|DTT+_P!+\?SDU_1M^QA_M_P F>?"?_LFFA?\ IO@KZ7AK^/4]%^9^[>!?_(UQG^^/_I1Z51117UY_2P5\ MZ?\ !6G_)1W?$[_ +!5K_Z76|?1=?.G_!6G_E'=\3O^P5;_^EUO7-C?]SJ?_MX7^3/"XH_P"29QW_%\J_P#I$<|'|***_-#^$ HHHH ***** "BBB@ KZ_,X) M*_| *1+X8_| 85NO_2&XKYSKZ_X)*_\I$OAC_V%,K_TAN*Z<%_OE/\ Q1_-_M'N\+_P#)38'_*_4Q_2XG|Z4445^:\'(!1110 4444 %%%% !7T9_P25_Y2)?#'_L*W7_1#<5\|YU|& M?\$E?^4B7PQ_["MU_Z0W%?.=?Q73@O\|I_XMH_FCEX7_.2FP/\ U^!?^EQ/WTHHHK]+//IQ"BBB@ HHHH ***** "BBB@ HHH MH ***** "BBB@ HHHH *****/R?\ ^#C+_D]OPS_[%Z__/\|=?E_7Z0?\'&7 M_)5?AG_V+U_ _.CXZ_-^OSI.?^1E4^7Y(_B_Q._Y+K&^L?_2(A1117F'P84444 %%%% !1110!^L/_!N;_P

24>;T445\B?S4%%%% !1110 4444 %?T;?L8?\F>?"?_+)IH7_IO@K^ MB_,_=O K_)&N,_P1_P#2CTJB MBBOKS^E@KYT_X*T_\H[OB=_V"K7_-+K>OHNOG3_(*T_P#*.[XG?]@JU_| M2ZWKFQO^YU/\+_)GA<4?\DSCO^O-7_TB1^!5%%%?FA_" 4444 %%%% !1110 M 5]&?\$E?^4B7PQ_["MU_P"D-Q7SG7T9_P $E?\ E(E\,?\ L*W7_I#<5TX+ M_?*?^*/YH]WA? _DH;#_U^I?^EQ/WTHHHK]+/[O"BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** /R? X,,O\ DJOPS_[%Z__ /1\=?F_7Z0?\ M'&7_ "57X9_]B]?_ /H^.OS? K\^SG_D95/E^2/XO\3O^2ZQOK' TB(4445YA M\&%%%% !1110 4444 ?K# P;F_\ )*OB9_V.-A_Z(DK]'Z_,# _@W- Y)5\3/ M^QAL/ 1$E?H_7Z#D_P#R+:?H_P V?VAX8_|)"X+TE_Z7(****],^\"OYR?V MS_\ D\/XL?\ 92]=_P#3A/7]&U?SD_MG_P#)X?Q8_P"REZ[_.G">OF>)?X- M/U9^$>.Q_(KP?^.7_I*/-:***^1/Y]"BBB@ HHHH **** "OZ-OV,/\ DSSX M3_| 9- -"_P#3?!7\Y-?T;?L8?\F>?"?_+)IH7_IO@KZ7AK^/4]%^9^[>!7_M_"_<9_@C_P"E'15%%%?7G]+!7SI_P5\ Y1W?$[_L%6O_*76]?1=?.G_5I M_P"4=WQ_P"P5;_^EUO7-C?]SJ? X7^3/"XH_Y\G'?]>;O_I$C\"J*** -#^$ M HHHH **** "BBB@ KZ_P""2O\ RD2^&/\ V%;K_P!(;BOG.OHS_@DK_P I M$OAC_P!A6Z_](;BNG!?IY3_Q1_-'N\+_ /)38'_K[2_]+B?OI1117Z6? W>%% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 ?D_P#\&7_ "57 MX9_]B]?_ /H^.OS?K](/^#C+_DJOPS_[%Z_ /1\=?F_7Y\G/_(RJ?+\D?Q? MXG?\EUC?6/\ Z1$****\P^#"BBB@ HHHH **** /UA_X-S?^25?$S_L8;#_T M1)7Z/U^<'_!N;_R2KXF?\C#8?^B)* 1^OT')_P#D6T_1_FS^T/#'_DA<%Z2_M]+D%%%%>F?>!7\Y/[9_ _ ">'\6/^REZ[_P"G">OZ-J_G)_;/_P"3P_BQ_P!E M+UW_-.$]?,\2_P:?]S\(\=?^17@_P#'+_TE'FM%%%?(G\U!1110 4444 %% M%% !7]&W[&'_ "9Y\)_^R:,%_P"F^"OYR;_HV_8P_P"3//A/_P!DTT+_--\M%?2\-?QZGHOS/W;P*_Y&N,_P1_\ 2CTJBBBOKS^E@KYT_P""M/\ R(N^)W_8 M*M?_$NMZ^BZ^=/^"M/_"CN^)W_ &"K7_TNMZYL;_N=3_"_R9X7%'>),X[_M_*\U?_2)'X%4445^:\((1110 4444 %%%% !7T9_P $E?\ E(E\,?\ L*W7_M_I#<5\YU\&?\$E?^4B7PQ_["MU_Z0W%=,:"_WRG_BC^;/=X7_.2FP\ U^I? M^EQ/WTHHHK]+/[O"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** /R?\ ^#C+_DJOPS_[%Z_ /1\=?F_7Z0?\'&7_)5?AG_V+U_ .CXZ_-^ MOS[.? ^1E4^7Y(_B_Q_ Y+K& ^L?\ TB(4445YA\&%%%% !1110 4444 ?K# P M;F_\D]^)G_8PV'_HB2OT?K\X/^#N_\IPGKYGB7^#3]6?A'CK_R*\' (Y?^DH\UHHHKY$_ MFH**** "BBB@ HHHH *_HV_8P_Y,\^$__9--"_\ 3?!7\Y-?T;?L8?\)GGP MG_[)IH7_*;X*^EX;_CU/1?F?NW@5_R-<9_@C_Z4>E4445]>?TL%?.G_5I M_P"4=WQ_P"P5;_^EUO7T7SI_P5[Y1W? $[_L%6O_I=;US8W_;O\ Z1(_ JBBBOS0_A **** "BBB@ HHHH *^C/^"2O_ "D2 M^&/_&%;K_TAN*^!VJ#_AW MO\$_^AM\=_\ A97/^->Z44 >%_\ #O?X)_\ 0V^._P#PLKG_ !H_X=[_3_ M .AM\=_^%E<_XU[I10!X7_PIW^"?_0V^._\ PLKG_&C_ (=[_!/_ *&WQW_X M65S_(U[I10!X7_PIW^"?_0V^._ LKG_&C_AWO\$_^AM\=_P#A97/^->Z4 M4 >%_P##O? X)_P#0V^._ "RN?\;/^'>_P3_Z&WQW_P"%E<_XU[I10!X7_P . M]_@G_P!#;X[_/"RN?\ &C_AWO\ !/\ Z&WQW_X65S_C7NE% 'A?_#O?X)_] M#;X[_P#"RN?\;/\ AWO\$_\ H;?'?_A97/\ C7NE% 'A?_#O?X)_]#;X[_\ M"RN?\;/^'>_P3_Z&WQW_.%E<_XU[I10!X7_ ,_]_@G_-#;X[_\+*Y_QH_X M=[_!/_H;?'?_ (65S_C7NE% 'A?_[W^"?_$-OCO\ !+*Y_P :/^'>_P $ M_P#H;?'? _A97/^->Z44 >%_\:]_@G_T-OCO_,_+*Y_QH_P"'>_P3_P"'AM\=_ M^%E<_P"->Z44 >%_\:]_@G_T-OCO_P +*Y_QH_X=[_!/_H;?'?\ X65S_C7N ME% 'A?\ P!W^"?\ T- OCO_PLKG_&C_AWO\$_^AM\=_\ A97/^->Z44 >%_\ M#@O?X)_\ 0V^._P#PLKG_ !H_X=[_3_ .AM\=_^%E<_XU[I10!X7_P!W^"?_0V^._ M LKG_&C_AWO\$_^AM\=_P#A97/^->Z44 >%_P##O?X)_P#0V^._ "RN?\;/ M^'>_P3_Z&WQW_P"%E<_XU[I10!X7_P .]_@G_P!#;X[_/"RN?\ &C_AWO\ M!/\ Z&WQW_X65S_C7NE% 'A?_#O?X)_]#;X[_P#"RN?\;/\ AWO\$_\ H;?'?_A97/\ C7NE% 'A?_#O?X)_]#;X[_\ M"RN?\;/^'>_P3_Z&WQW_.%E<_XU[I10!X7_ ,_]_@G_-#;X[_\+*Y_QH_X=[_!/_H;?'?_ (65S_C7NE% 'A?_M [W^"?_$-OCO\ !+*Y_P :/^'>_P $_P#H;?'?_A97/^->Z44 0:7!\&D: M9;:3;/(T=K D4;2N68J]@ DG]<#DU/110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110!X)^U"_,%0_P!@/JB!QG;_ Y_:7_:9,UQNV(];6#]B-A5@V"""*\4^(,B?L,_P#!-M*,'XT_| !0GXO>,+C3;KXDZQ;ZAXNUC6[E+]\OYX;86!GI.GQA%DD&U;16P+ M'+,&? M*FM:B+F+198QA8A_H,4K0@ (9MI56#* #]4OV6_^"GGI!'L:GC*]^'?L7!3 M?A_Q5KUA8_;9=&@$]M'? $]62WEUH>RXO+FSMV *RW"6L'/]!?6D"QNNAZU;?EK?68*@ M?NF2-/D^Z-O2O3/B+#^PG_P1V\ _&\ ; ^),NWHNOBOXVFUWQ_V]21WVK>(M=3FB6*VT33HPBO,@"%8+;YA&))&9@FYE /I?X;_$KX>_&+P)I7Q0^%'C72_$ M?AS7+-,K1]?!KX"02X.FZAK5V\)EHY V^1;6L1-S=-| MBP()@2& !Q_^"7W[*NI?LB_\%O? B=X$\:>/[GQ=XVUW]FC1O$7Q(\87;G=K? MB"\URY>[N$0X$4((6**)0 D,,2XR"2 ?JK1110 4444 %%%% !1110 5\PZ[M_P %G_| @EIX9^+LWP.UW]MKP5;^(+;6/[)N@UU*;&WOLD&VDOQ&;2.4$$%6 ME!4C!P>*^C_%?A^'Q;X6U+PK<:C>6<>IZ?:,27>GS^5<0+(A0O$^#L=*NUF0 ^Y/VFOVNOV:OV- OA[%4_VG?C'HW@[M0[B]CL[*[U29B]YVA5Y!]H9=Q1&"[ESC(S\.?\%2_"W[-_P$_X)V:'_P $*?V3 M/A?;>-/B/\0_"UMX9^&WP^2.*:XL($=?+\3:G(B!;9(622Y:Z95\R<$J,"0I M]1:I^R#X.^"DWA3]L:3X5Z[\6_C-\+/@W%X+\/16^LI'+]:#RC/);I>2I;6] MU;ZMNN696,;LC,5XH]8_9P ;B_9[_.]^&D/Q@_9G^+FB^,_#DMR]L=2I:ZW MB&=,%X)D(#P2]&4F.15:6:WWIN5"6)<5^D- !1110 M 4444 %%%% !7FW]3_]87[,?[%_@6#XD?M1_&G1/!FD7EXMG83:M.?-O;@C(MAMX8PTMQ)@$\{(U9L G&*])KQSXP?LG? L\^*?VE?'"[=_Q@U&9=8^$OAG5;;P M_+JV1!)I&CPW01KN_9)%Q',(X@IGWJ%C!STR "]^RM^_P#LG?MN>'M3\3_L MK_'/1?&-OHMV+76H-/=X[K3I3G:MQ;3*DT& [;VW>BAMK8S@XX=O^"N?_ 36 M3]H#_AEYOVQ?!X\;?VY_8O\ 9GVJ3R/[35M^P_;GV;[3N^3R?\S?\ +MW< M5\0Z)\6=?^/G[1?[7?\ P6A_92\/W.A? ##PK^RKK/@SP7XK%HUM_PL+7\.^T M:@VN0(0#+#;&%,.X8?.!A3\K*G6:?\ LM?!U_\@T^\@63PI8-;2?LGMXZ\ MUH%+#7FT4ZU\NW=?.%X=_F9W<=>U 'W=^U- ^VK^RK^Q/X5L/&7[4_P <-$\& MV6K7AM-(34I7>XU"< $QV]O$KS3L 5)$:-MW#,;BG_LO?MG?LM?MI^"[SX@_ MLN?&[1/&6EZ;>&TU5],F99M/G SY5Q!*JRV[X&0LB*2.1D5X-^R? |*/@G\5/ MA=\ ?^"P'[37BF5?&FC_++VDQW.K>)-5B32='COK&VO[_4L2]!!*[\20]R[HPBR&WM[AE+,HSA2C* #Z4T+_@L_P#\$L_$WQ=@^'!VA?MM> M^KGQ!=;Q_9-H$N118W-]D 6T=_8_LDDA)"A5E)8D 9/%?3U?F)_P5D\+_I^_M#W\@GPW_,_$%_P'D/X9V7B_XE>,O#VGZ#X \$1Q1ROH%A;RQ&7Q-JDB(:,I% MY;S&X8!I9V4-^*_I%\.?#,H^"OAIH/@W6-?FU: /TG1K6RNM5N,^9>211*C M3-DGYG*ECSU- &S1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% 'Y5?&K]F'_ (*Y>-/^"G7B'!LKQS^Q/\./B]X9\'7[M6?]/GA_Q/\7QIVG^%;5'(,JBR%I*LFHW&V.4S2'=#PJ_Z?M&?LU_MT\M%(/V%-1\+?'7X7>"_@Y\9?!_Q%TWQ7\)3IOBY]>TQ+_2W@N;2XN9D@B9%DD- MS:NJHQ12)!N^Y7W#10!\!-\"?^"BO_!0?]I_X*^-/VWOV;?"7P>^'OP+\4_\M)C+I&D_$&/Q!>>+?$T5O)!8RP^3#&MG9P&667]Z3*Q*KCDLOCWB3]F?_(+"_MW_\ P4E\6_MR_$K\AKX;_%L:-JWLQ:2K\ON\$ M#M8U%?" M^B>&_B5]%W!:6MQ';!YQ 53QMJ<\S9>*X;Z5YKADEN6=T\@Q@+(SQ9' M"9R;_2JB@ HHHH **** "BBB@ HHHH P? BGJ'Q!TGX8^(15^$OA^RU;Q5;;# M>2^&=*U^Z\BVO-06%S;PRR?\LXWE"*S_,()<ORN_88_9W_,'U7['_(A\ M5?&[QQ_P3U^%OQ.^,WCZ^EG\;_%OQ+!=A'? 7D)DS#8VT0L&6QLHD$:K;Q';^ M[4G(5%3];Z*:/A[]HS]G+]N*;XZ_!3_@I[^SF\(O"FH_%OPM\/KCPM\6/A#? M>+_LUMJ^F7PAN9;2RU1H2BRVE\A=*EC5)5))VD!6S?@A^S;_ ,%!+CXP?'/_M (*>?%GX5>#]$^-?BCX8Q>#?@M*X?%(O[/0;"U,MS$FH:@[(DSSW\BRR")0 M](F Q+?+]YT4 ?DM^P1^S[_P6>_8AM?$/CK4_P#@G3\+_B)\6?'=\]F\1OB_ MXG^/8&[ZI*7RD(L&6UM8E")':Q$1H$'!/-?4W[06A?\%3O GQ[\"?M?_L[^_M&M*\+__!SX5T[PEX3^&WA?6C]< M?AW0[25IS]LO?+C2ZNI9SN)C4(BK@$[M]?9=%% !1110 4444 %%%% !7YX? M\%]?V8?^"'CG[8'Q/^'?PL^!OP8\.^./@)I$8U?XD^#-2^>)\.MXPU%97^SZ? M=RI%)(;&'9%,T:X$S2D'!C1E_0^B@#Y)_9LA_;K^,>@ZY^S%^V5^P/\ #?X6 M_"B^^'UWHML? ?Q*?4RJR)':K81VBV<*PP_9I)\,#A/*5OOS?!S]G3]GS!G?POX_!V8/A7X6L%U'X<;_!M3/[*7Q7]=]ODVD6HE()&FLI;.&W=8.!)9"Q?(50/>_AQ\4O^"OE!\)/'/AO6 M/V"_A5\/!7TGP#/!*H=&^*'ZC9R;PH6*UMYH1:0K!;1]2YP<$1' !NR/L*B M@#\FOV!/@#_P66_86T'7/$'_[@^%_CSXH>-[YK_P")7Q<\3_'[.K^);HL2 MH<_8&%O;1C'16T9\N-5& 6)8_JKX2N_$=_X5TR_\8Z//!^KSZ?#)]NGVMS]\ M5M XML 38 R1.htm IDEA: XBRL DOCUMENT

Document and Entity Information - USD ($) $ in Billions 12 Months Ended

Dec. 31, 2024

Feb. 03, 2025

Jun. 30, 2024

Cover [Abstract] Document Type 10-K Document Annual Report true Document Period End Date Dec. 31, 2024 Document Transition Report false Entity File Number 1-13998 Entity Registrant Name Insperity, Inc. Entity Incorporation, State or Country Code DE Entity Tax Identification Number 76-0479645 Entity Address, Address Line One 19001 Crescent Springs Drive Entity Address, City or Town Kingwood, Entity Address, State or Province TX Entity Address, Postal Zip Code 77339 City Area Code 281 Local Phone Number 358-8986 Entity Current Reporting Status Yes Entity Interactive Data Current Yes Entity Filer Category Large Accelerated Filer Entity Small Business false Entity Common Stock, Shares Outstanding 37,230,174 Entity Public Float $ 3.4 Entity Central Index Key 0001000753 Current Fiscal Year End Date --12-31 Document Fiscal Year Focus 2024 Document Fiscal Period Focus FY Amendment Flag false Entity Information [Line Items] Entity Registrant Name Insperity, Inc. Entity Shell Company false Entity Emerging Growth Company false Entity Well-known Seasoned Issuer Yes Entity Voluntary Filers No ICFR Auditor Attestation Flag true Document Financial Statement Error Correction [Flag] false Common Stock [Member] Entity Information [Line Items] Title of 12(b) Security Common Stock, $0.01 par value per share Trading Symbol NSP Security Exchange Name NYSE

- Definition

Boolean flag that is true when the XBRL content amends previously-filed or accepted submission.

+ References

No definition available.

+ Details

Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration

- Definition

Area code of city

+ References

No definition available.

+ Details

Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration

- Definition

Cover page.

+ References

No definition available.

+ Details

Name: dei_CoverAbstract Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration

- Definition

End date of current fiscal year in the format --MM-DD.

+ References

No definition available.

+ Details

Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: duration

- Definition

Boolean flag that is true only for a form used as an annual report.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-K -Number 249 -Section 310 Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Number 249 -Section 220 -Subsection f Reference 3:

http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 40-F -Number 249 -Section 240 -Subsection f

+ Details

Name:dei_DocumentAnnualReport Namespace Prefix:dei_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- Definition

Indicates whether any of the financial statement period in the filing include a restatement due to error correction.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection wReference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-K -Number 249 -Section 310Reference 3: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Number 249 -Section 220 -Subsection fReference 4: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 40-F -Number 249 -Section 240 -Subsection f

+ Details

Name:dei_DocumentFinStmtErrorCorrectionFlag Namespace Prefix:dei_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

No definition available.

+ Details

Name:dei_DocumentFiscalPeriodFocus Namespace Prefix:dei_ Data Type:dei:fiscalPeriodItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

No definition available.

+ Details

Name:dei_DocumentFiscalYearFocus Namespace Prefix:dei_ Data Type:xbrli:gYearItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

No definition available.

+ Details

Name:dei_DocumentPeriodEndDate Namespace Prefix:dei_ Data Type:xbrli:dateItemType Balance Type:na Period Type:duration

- Definition

Boolean flag that is true only for a form used as a transition report.

+ References

Reference 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

- Definition

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'.

+ References

No definition available.

+ Details
Name:dei_DocumentType Namespace Prefix:dei_ Data Type:dei:submissionTypeItemType Balance Type:na Period Type:duration

- Definition

Address Line 1 such as Attn, Building Name, Street Name

+ References

No definition available.

+ Details
Name:dei_EntityAddressAddressLine1 Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Name of the City or Town

+ References

No definition available.

+ Details
Name:dei_EntityAddressCityOrTown Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Code for the postal or zip code

+ References

No definition available.

+ Details
Name:dei_EntityAddressPostalZipCode Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Name of the state or province.

+ References

No definition available.

+ Details
Name:dei_EntityAddressStateOrProvince Namespace Prefix:dei_ Data Type:dei:stateOrProvinceItemType Balance Type:na Period Type:duration

- Definition

A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK.

+ References

Reference 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

- Definition

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.

+ References

No definition available.

+ Details
Name:dei_EntityCommonStockSharesOutstanding Namespace Prefix:dei_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

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.

+ References

No definition available.

+ Details
Name:dei_EntityCurrentReportingStatus Namespace Prefix:dei_ Data Type:dei:yesNoItemType Balance Type:na Period Type:duration

- Definition

Indicate if registrant meets the emerging growth company criteria.

+ References

Reference 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

- Definition

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.

+ References

No definition available.

+ Details
Name:dei_EntityFileNumber Namespace Prefix:dei_ Data Type:dei:fileNumberItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 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

- Definition

Two-character EDGAR code representing the state or country of incorporation.

+ References

No definition available.

+ Details
Name:dei_EntityIncorporationStateCountryCode Namespace Prefix:dei_ Data Type:dei:edgarStateCountryItemType Balance Type:na Period Type:duration

- Definition

Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table.

+ References

No definition available.

+ Details
Name:dei_EntityInformationLineItems Namespace Prefix:dei_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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).

+ References

Reference 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

- Definition

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

+ References

No definition available.

+ Details
Name:dei_EntityPublicFloat Namespace Prefix:dei_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC.

+ References

Reference 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

- Definition

Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act.

+ References

Reference 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

- Definition

Indicates that the company is a Smaller Reporting Company (SRC).

+ References

Reference 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

- Definition

The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS.

+ References

Reference 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

- Definition

Indicate 'Yes' or 'No' if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

+ References

No definition available.

+ Details
Name:dei_EntityVoluntaryFilers Namespace Prefix:dei_ Data Type:dei:yesNoItemType Balance Type:na Period Type:duration

- Definition

Indicate 'Yes' or 'No' if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Is used on Form Type: 10-K, 10-Q, 8-K, 20-F, 6-K, 10-K/A, 10-Q/A, 20-F/A, 6-K/A, N-CSR, N-Q, N-1A.

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Securities Act -Number 230 -Section 405

+ Details
Name:dei_EntityWellKnownSeasonedIssuer Namespace Prefix:dei_ Data Type:dei:yesNoItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-K -Number 249 -Section 310Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Number 249 -Section 220 -Subsection fReference 3: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 40-F -Number 249 -Section 240 -Subsection f

+ Details
Name:dei_IcfrAuditorAttestationFlag Namespace Prefix:dei_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration

- Definition

Local phone number for entity.

+ References

No definition available.

+ Details
Name:dei_LocalPhoneNumber Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration

- Definition

Title of a 12(b) registered security.

+ References

Reference 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

- Definition

Name of the Exchange on which a security is registered.

+ References

Reference 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

- Definition

Trading symbol of an instrument as listed on an exchange.

+ References

No definition available.

+ Details

Name:dei_TradingSymbol Namespace Prefix:dei_ Data Type:dei:tradingSymbolItemType Balance Type:na Period Type:duration

- Details

Name:dei_EntityListingsExchangeAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 39 R2.htm IDEA: XBRL DOCUMENT

Audit Information 12 Months Ended

Dec. 31, 2024

Auditor [Line Items] Auditor Firm ID42Auditor NameErnst & Young LLPAuditor LocationHouston, Texas

- Definition

PCAOB issued Audit Firm Identifier

+ References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-K -Number 249 -Section 310Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Number 249 -Section 220 -Subsection fReference 3: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 40-F -Number 249 -Section 240 -Subsection f

+ Details

Name:dei_AuditorFirmId Namespace Prefix:dei_ Data Type:dei:nonemptySequenceNumberItemType Balance Type:na Period Type:duration

- References

No definition available.

+ Details

Name:dei_AuditorLineItems Namespace Prefix:dei_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-K -Number 249 -Section 310Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Number 249 -Section 220 -Subsection fReference 3: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 40-F -Number 249 -Section 240 -Subsection f

+ Details

Name:dei_AuditorLocation Namespace Prefix:dei_ Data Type:dei:internationalNameItemType Balance Type:na Period Type:duration

- References

Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-K -Number 249 -Section 310Reference 2: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 20-F -Number 249 -Section 220 -Subsection fReference 3: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 40-F -Number 249 -Section 240 -Subsection f

+ Details

Name:dei_AuditorName Namespace Prefix:dei_ Data Type:dei:internationalNameItemType Balance Type:na Period Type:duration XML 40 R3.htm IDEA: XBRL DOCUMENT CONSOLIDATED BALANCE SHEETS (Unaudited) - USD ($) $ in Thousands Dec. 31, 2024 Dec. 31, 2023 Assets Cash and cash equivalents $ 1,039,000 $ 693,000 Restricted cash 69,00057,000 Marketable securities 16,00016,000 Accounts receivable, net 829,000 694,000 Prepaid insurance and related assets 25,000 7,000 Funds held for clients and other current assets 107,000 128,000 Total current assets 2,085,000 1,595,000 Property and equipment, net of accumulated depreciation 192,000 197,000 Right-of-use ("ROU") leased assets 65,00057,000 nsp:Depositsandprepaidhealthinsurance 195,000 215,000 Goodwill and other intangible assets, net 13,00013,000 Deferred income taxes, net 34,00020,000 Other assets 13,00023,000 Total assets 2,597,000 2,120,000 Current liabilities: Accounts payable 10,00011,000 Payroll taxes and other payroll deductions payable 901,000 566,000 Accrued worksite employee payroll cost 730,000 559,000 Accrued health insurance costs 19,00046,000 Accrued workers' compensation costs 71,00060,000 Accrued corporate payroll and commissions 82,00064,000 Client funds liability and other accrued liabilities 117,000 130,000 Total current liabilities 1,930,000 1,436,000 Noncurrent liabilities: Accrued workers' compensation costs, net of current 135,000 163,000 Long-term debt 369,000 369,000 Operating lease liabilities, net of current 66,00058,000 Total noncurrent liabilities 570,000 590,000 Commitments and contingencies Stockholders' equity: Preferred Stock, Value, Issued 00 Common stock 1,000 1,000 Additional paid-in capital $ 222,000 $ 185,000 Treasury Stock, Common, Shares 18,300,000 18,200,000 Treasury stock, at cost $ (864,000) $ (831,000) Retained earnings 738,000 739,000 Total stockholders' equity 97,00094,000 Total liabilities and stockholders' equity $ 2,597,000 $ 2,120,000 Stockholders' Equity, Number of Shares, Par Value and Other Disclosure [Abstract] Common Stock, Par or Stated Value Per Share $ 0.01 $ 0.01 Preferred Stock, Shares Authorized 20,000,000 20,000,000 Preferred Stock, Shares Issued 00 Common Stock, Shares Authorized 120,000,000 120,000,000 Common Stock, Shares, Issued 55,500,000 55,500,000 Common Stock, Shares, Outstanding 37,200,000 37,300,000 Treasury Stock, Common, Shares 18,300,000 18,200,000

- Definition

Carrying value as of the balance sheet date of obligations and payables pertaining to premiums or costs incurred of a health insurance nature. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).

+ References

No definition available.

+ Details

Name:nsp_AccruedHealthInsuranceCosts Namespace Prefix:nsp_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

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, including accrued salaries and bonuses.

+ References

No definition available.

+ Details

Name:nsp_AccruedWorksiteEmployeePayrollCosts Namespace Prefix:nsp_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Carrying amount as of the balance sheet date for portion of health insurance contract to be utilized over longer than one year, carrying value of amounts transferred to third party health care providers for security purposes that are expected to be returned or applied towards payment after one year or beyond the operating cycle, if longer and carrying value of amounts transferred to third party workers' compensation insurance providers for security purposes that are expected to be returned or applied towards payment after one year or beyond the operating cycle, if longer.

+ References

No definition available.

+ Details

Name:nsp_NspDepositsandprepaidhealthinsurance Namespace Prefix:nsp_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount, after allowance, receivable from customers, clients, or other third-parties, and receivables classified as other due within one year or the normal operating cycle, if longer.

+ References

No definition available.

+ Details

Name:us-gaap_AccountsAndOtherReceivablesNetCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

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).

+ References

Reference 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

- Definition

Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or

Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

Name:us-gaap_AccruedLiabilitiesCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Carrying value as of the balance sheet date of obligations incurred and payable for statutory payroll taxes incurred through that date and withheld from employees pertaining to services received from them, including entity's matching share of the employees FICA taxes and contributions to the state and federal unemployment insurance programs. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).

+ References

Reference 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_AccruedPayrollTaxesCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Carrying value as of the balance sheet date of the obligations incurred through that date and payable for employees' services provided.

+ References

Reference 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-S99-1

+ Details

Name:us-gaap_AccruedSalariesCurrentAndNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Value received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

Name:us-gaap_AdditionalPaidInCapitalCommonStock Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of asset recognized for present right to economic benefit.

+ References

Reference 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

https://asc.fasb.org/1943274/2147477176/210-10-S99-1Reference 16: http://www.xbrl.org/2009/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

- References

No definition available.

+ Details

Name:us-gaap_AssetsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of asset recognized for present right to economic benefit, classified as current.

+ References

Reference 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)(iv)) -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)(5)) -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

- Definition

Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation.

+ References

Reference 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

- Definition

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.

+ References

Reference 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

- Definition

Face amount or stated value per share of common stock.

+ References

Reference 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

- Definition

The maximum number of common shares permitted to be issued by an entity's charter and bylaws.

+ References

Reference 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

- Definition

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.

+ References

Reference 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

- Definition

Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation.

+ References

Reference 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

- Definition

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.

+ References

Reference 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

- Definition

Amount, after allocation of valuation allowances and deferred tax liability, of deferred tax asset attributable to deductible differences and carryforwards, with jurisdictional netting.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-4Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-6

+ Details

Name:us-gaap_DeferredIncomeTaxAssetsNet Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount, after impairment and amortization, of goodwill, indefinite-lived, and finite-lived intangible assets.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -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

+ Details

Name:us-gaap_IntangibleAssetsNetIncludingGoodwill Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any.

+ References

Reference 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

- Definition

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.

+ References

Reference 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 -

http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (a) -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

- References

No definition available.

+ Details

Name:us-gaap_LiabilitiesCurrentAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of obligation due after one year or beyond the normal operating cycle, if longer.

+ References

Reference 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(24)) -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(25)) -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(26)) -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(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: 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 7: 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 8: 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 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/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 13: 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 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)(4)(iii)(A)) -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)(iv)) -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)(5)) -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 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -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)(iii)(A)) -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)(B)) -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)(iv)) -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)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 22: 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 23: 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_LiabilitiesNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- References

No definition available.

+ Details

Name:us-gaap_LiabilitiesNoncurrentAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation.

+ References

Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

Name:us-gaap_LongTermDebtNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of investment in marketable security, classified as current.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

Name:us-gaap_MarketableSecuritiesCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Present value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent.

+ References

Reference 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

- Definition

Amount of lessee's right to use underlying asset under operating lease.

+ References

Reference 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

- Definition

Amount of current assets classified as other.

+ References

Reference 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 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1

+ Details

Name:us-gaap_OtherAssetsCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of noncurrent assets classified as other.

+ References

Reference 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

- Definition

The maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1

+ Details

Name:us-gaap_PreferredStockSharesAuthorized Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Number of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13

+ Details

Name:us-gaap_PreferredStockSharesIssued Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Aggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/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)(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1

+ Details

Name:us-gaap_PreferredStockValue Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Amount of asset related to consideration paid in advance for insurance that provides economic benefits within a future period of one year or the normal operating cycle, if longer.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483032/340-10-45-1Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482955/340-10-05-5

+ Details

Name:us-gaap_PrepaidInsurance Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

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.

+ References

Reference 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

- Definition

Amount of cash and cash equivalents 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. 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.

+ References

Reference 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/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 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_RestrictedCashAndCashEquivalentsAtCarryingValue Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Amount of accumulated undistributed earnings (deficit).

+ References

Reference 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

- Definition

Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest.

+ References

Reference 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-

Reference 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

- References

No definition available.

+ Details

Name:us-gaap_StockholdersEquityAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_StockholdersEquityNumberOfSharesParValueAndOtherDisclosuresAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Number of previously issued common shares repurchased by the issuing entity and held in treasury.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1

+ Details

Name:us-gaap_TreasuryStockCommonShares Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

The amount allocated to treasury stock. Treasury stock is common and preferred shares of an entity that were issued, repurchased by the entity, and are held in its treasury.

+ References

Reference 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 -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481520/505-30-50-4Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1

+ Details
Name:us-gaap_TreasuryStockValue Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant

- Definition

Carrying value as of the balance sheet date of obligations and payables pertaining to claims incurred of a workers compensation nature. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer).

+ References

Reference 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_WorkersCompensationLiabilityCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant

- Definition

Carrying value as of the balance sheet date of obligations and payables pertaining to claims incurred of a workers compensation nature. Used to reflect the noncurrent portion of the liabilities (due beyond one year; or beyond one operating cycle if longer).

+ References

Reference 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_WorkersCompensationLiabilityNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant XML 41 R4.htm IDEA: XBRL DOCUMENT
CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited) - USD ($) $ in Thousands12 Months Ended
Dec. 31, 2024
Dec. 31, 2023
Dec. 31, 2022
Income Statement [Abstract] Revenues$ 6,581,000$ 6,486,000$ 5,939,000Payroll taxes, benefits and workers' compensation costs5,529,0005,449,0004,928,000Gross profit 1,052,0001,037,0001,011,000Salaries, wages and payroll taxes521,000461,000431,000Stock-based compensation61,00053,00050,000Commissions47,00047,00046,000 Advertising38,00037,00037,000General and administrative expenses224,000177,000156,000Depreciation and amortization44,00043,00041,000Total operating expenses 935,000818,000761,000Operating income117,000219,000250,000Other income (expense): Interest income37,00033,0009,000Interest expense(28,000)(27,000)(14,000) Income before income tax expense126,000225,000245,000Income tax expense35,00054,00066,000Net income$ 91,000$ 171,000$ 179,000Basic net income per share of common stock (in dollars per share)$ 2.44$ 4.53$ 4.70Diluted net income per share of common stock (in dollars per share)$ 2.42$ 4.47$ 4.64

- Definition

Includes payroll taxes, benefits, workers compensation costs, and other costs incurred by or directly on behalf of customers and the associated worksite employees of the customers.

+ References

No definition available.

+ Details
Name:nsp_PayrollTaxesBenefitsAndWorkersCompensationCosts Namespace Prefix:nsp_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The aggregate amount of expenditures for salaries, wages, and payroll taxes of corporate and sales staff.

+ References

No definition available.

+ Details
Name:nsp_SalariesWagesAndPayrollTaxes Namespace Prefix:nsp_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount charged to advertising expense for the period, which are expenses incurred with the objective of increasing revenue for a specified brand, product or product line.

+ References

Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 720 -SubTopic 35 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483385/720-35-55-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 720 -SubTopic 35 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483406/720-35-50-1

+ Details

Name:us-gaap_AdvertisingExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of expense for award under share-based payment arrangement. Excludes amount capitalized.

+ References

Reference 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

- Definition

The current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1

+ Details

Name:us-gaap_DepreciationAndAmortization Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period.

+ References

Reference 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

- Definition

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.

+ References

Reference 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:

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+ Details

Name:us-gaap_EarningsPerShareDiluted Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 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

- Definition

Aggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity.

+ References

Reference 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 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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 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+ Details

Name:us-gaap_GrossProfit Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

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.

+ References

Reference 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

- References

No definition available.

+ Details

Name:us-gaap_IncomeStatementAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations.

+ References

Reference 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

- Definition

Amount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense.

+ References

Reference 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/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 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-24Reference 7: 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 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483013/835-20-50-1

+ Details

Name:us-gaap_InterestExpense ***Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration***

- Definition

Amount of interest income earned from interest bearing assets classified as other.

+ References

No definition available.

+ Details

Name:us-gaap_InterestIncomeOther ***Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration***

- Definition

The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.

+ References

Reference 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

- References

No definition available.

+ Details

Name:us-gaap_NonoperatingIncomeExpenseAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

No definition available.

+ Details

Name:us-gaap_OperatingExpenses Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The net result for the period of deducting operating expenses from operating revenues.

+ References

Reference 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

- Definition

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.

+ References

Reference 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

- Definition

Primarily represents commissions incurred in the period based upon the sale by commissioned employees or third parties of the entity's goods or services, and fees for sales assistance or product enhancements performed by third parties (such as a distributor or value added reseller).

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2

+ Details

Name:us-gaap_SalesCommissionsAndFees Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration XML 42 R5.htm IDEA: XBRL DOCUMENT

CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) - USD ($) $ in Thousands12 Months Ended

Dec. 31, 2024

Dec. 31, 2023

Dec. 31, 2022

Net Cash Provided by (Used in) Operating Activities [Abstract] Net income$ 91,000$ 171,000$ 179,000Adjustments to reconcile net income to net cash provided by operating activities: Depreciation and amortization44,00043,00041,000Stock-based compensation61,00053,00050,000Deferred income taxes(14,000)(4,000)(11,000)Adjustments, Noncash Items, to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Accounts receivable(135,000)(71,000)(110,000)Prepaid insurance and related assets(18,000)5,0000Other current assets(8,000)(15,000)(5,000)Other assets and ROU assets25,00023,0002,000Accounts payable(1,000)3,0002,000Payroll taxes and other payroll deductions payable335,00010,00088,000Accrued worksite employee payroll costs171,00046,000104,000Accrued health insurance costs(27,000)(7,000)3,000Accrued workers' compensation costs(17,000)(10,000)(10,000)Accrued corporate payroll, commissions and other accrued liabilities(2,000)(45,000)(5,000)Income taxes payable/receivable15,000(4,000)19,000Total adjustments429,00027,000168,000Net cash provided by operating activities520,000198,000347,000Marketable securities: Purchases(23,000)(48,000)(47,000)Proceeds from maturities23,00038,00045,000Proceeds from dispositions028,0000Proceeds from Sale of Property, Plant, and Equipment [Abstract] Property and equipment purchases(38,000)(40,000)(30,000)Net cash used in investing activities(38,000)(22,000)(32,000)Cash flows from financing activities: Purchase of treasury stock(63,000)(131,000)(73,000)Dividends paid(89,000)(84,000)(77,000)Client funds liability and other(21,000)60,0009,000Net cash used in financing activities(173,000)(155,000)(141,000)Net increase in cash, cash equivalents, restricted cash, funds held for clients, and deposits - workers' compensation309,00021,000174,000Cash, cash equivalents, restricted cash and funds held for clients beginning of period1,035,0001,014,000840,000Cash, cash equivalents, restricted cash and funds held for clients end of period1,344,0001,035,0001,014,000Supplemental cash flow information: ROU assets obtained in exchange for lease obligations29,00022,00010,000Excise tax liability accrued for common stock repurchases 1,000 Interest Paid, Excluding Capitalized Interest, Operating Activities32,00022,00013,000Income Taxes Paid, Net$ 33,000$ 63,000$ 57,000

- Definition

Future cash outflow to pay for excise tax liability accrued for common stock repurchases that have occurred.

+ References

No definition available.

+ Details

Name:nsp_Excisetaxliabilityaccruedforcommonstockrepurchases Namespace Prefix:nsp_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

the increase (decrease) during the period in accrued worksite employee ("WSEE") payroll expense

+ References

No definition available.

+ Details

Name:nsp_IncreaseDecreaseinWSEEpayrollexpense Namespace Prefix:nsp_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_AdjustmentsNoncashItemsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The sum of adjustments which are added to or deducted from net income or loss, including the portion attributable to noncontrolling interest, to reflect cash provided by or used in operating activities, in accordance with the indirect cash flow method.

+ References

Reference 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_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 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

- Definition

Amount of increase (decrease) in cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage, excluding 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.

+ References

Reference 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_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of deferred income tax expense (benefit) pertaining to income (loss) from continuing operations.

+ References

Reference 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

- Definition

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.

+ References

Reference 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

- Definition

Amount, after refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax.

+ References

Reference 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

- Definition

Change in recurring obligations of a business that arise from the acquisition of merchandise, materials, supplies and services used in the production and sale of goods and services.

+ References

Reference 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_IncreaseDecreaseInAccountsPayableTrade Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

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.

+ References

Reference 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

- Definition

The increase (decrease) during the period in accrued salaries.

+ References

Reference 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_IncreaseDecreaseInAccruedSalaries Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The increase (decrease) in health care insurance liability balances during the period.

+ References

Reference 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_IncreaseDecreaseInHealthCareInsuranceLiabilities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The increase (decrease) during the reporting period in the amounts payable to taxing authorities for taxes that are based on the reporting entity's earnings, net of amounts receivable from taxing authorities for refunds of overpayments or recoveries of income taxes, and in deferred and other tax liabilities and assets.

+ References

Reference 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_IncreaseDecreaseInIncomeTaxes Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of increase (decrease) in current assets classified as other.

+ References

Reference 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_IncreaseDecreaseInOtherCurrentAssets Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of increase (decrease) in employer-related costs classified as other and current.

+ References

Reference 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_IncreaseDecreaseInOtherEmployeeRelatedLiabilities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Amount of increase (decrease) in noncurrent assets classified as other.

+ References

Reference 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

- Definition

The increase (decrease) during the reporting period in the amount of outstanding money paid in advance for goods or services that bring economic benefits for future periods.

+ References

Reference 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_IncreaseDecreaseInPrepaidExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

The increase (decrease) during the reporting period in the amount due for insurance (or actual expenses) to cover the medical expenses and lost income for employees that are injured during the course of doing work-related activities.

+ References

Reference 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_IncreaseDecreaseInWorkersCompensationLiabilities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

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.

+ References

Reference 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

- References

No definition available.

+ Details

Name:us-gaap_MarketableSecuritiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 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

- References

No definition available.

+ Details

Name:us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 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

- Definition

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.

+ References

Reference 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

- References

No definition available.

+ Details

Name:us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.

+ References

Reference 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

- Definition

The cash outflow to reacquire common stock during the period.

+ References

Reference 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

- Definition

Amount of cash outflow in the form of ordinary dividends to common shareholders of the parent entity.

+ References

Reference 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_PaymentsOfDividendsCommonStock Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of cash outflow for purchase of marketable security.

+ References

Reference 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/1943274/2147481830/320-10-45-11

+ Details

Name:us-gaap_PaymentsToAcquireMarketableSecurities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

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.

+ References

Reference 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

- Definition

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).

+ References

Reference 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

- Definition

Amount of cash inflow (outflow) from financing activities classified as other.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 45 -Paragraph 15 -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15

+ Details

Name:us-gaap_ProceedsFromPaymentsForOtherFinancingActivities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

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).

+ References

Reference 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

- References

No definition available.

+ Details

Name:us-gaap_ProceedsFromSaleOfPropertyPlantAndEquipmentAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

Amount of increase in right-of-use asset obtained in exchange for operating lease liability.

+ References

Reference 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

- Definition

Amount of noncash expense for share-based payment arrangement.

+ References

Reference 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

- References

No definition available.

+ Details

Name:us-gaap_SupplementalCashFlowElementsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 43 R6.htm IDEA: XBRL DOCUMENT

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (Unaudited) - USD ($) $ in Thousands, shares in Millions

	Total	Common Stock [Member]	Additional Paid-In Capital [Member]	Treasury Stock, Common	Retained Earnings [Member]
Balance (shares) at Dec. 31, 2021	55				
Balance at Dec. 31, 2021	$ (2,000)	$ 1,000	$ 109,000	$ (665,000)	$ 553,000
Treasury Stock, Value, Acquired, Cost Method	(73,000)	0	0	(73,000)	0
Shares Issued, Value, Share-Based Payment Arrangement, before Forfeiture	0	0	(9,000)	10,000	(1,000)
APIC, Share-Based Payment Arrangement, Increase for Cost Recognition	50,000	0	49,000	1,000	0
Stockholders' Equity, Other	4,000	0	2,000	1,000	1,000
Dividends, Common Stock, Cash	(77,000)	0	0	(77,000)	0
Net income	179,000	0	0	0	179,000
Balance at Dec. 31, 2022	$ 81,000	1,000	151,000	(726,000)	655,000
Balance (shares) at Dec. 31, 2022	55				
Treasury Stock, Value, Acquired, Cost Method	$ (132,000)	0	0	(132,000)	0
Shares Issued, Value, Share-Based Payment Arrangement, before Forfeiture	0	0	(21,000)	25,000	(4,000)
APIC, Share-Based Payment Arrangement, Increase for Cost Recognition	53,000	0	53,000	0	0
Stockholders' Equity, Other	5,000	0	2,000	2,000	1,000
Dividends, Common Stock, Cash	(84,000)	0	0	(84,000)	0
Net income	171,000	0	0	0	171,000
Balance at Dec. 31, 2023	$ 94,000	1,000	185,000	(831,000)	739,000
Balance (shares) at Dec. 31, 2023	55				
Treasury Stock, Value, Acquired, Cost Method	$ (63,000)	0	0	(63,000)	0
Shares Issued, Value, Share-Based Payment Arrangement, before Forfeiture	0	0	(24,000)	27,000	(3,000)
APIC, Share-Based Payment Arrangement, Increase for Cost Recognition	61,000	0	60,000	1,000	0
Stockholders' Equity, Other	3,000	0	1,000	2,000	0
Dividends, Common Stock, Cash	(89,000)	0	0	(89,000)	0
Net income	91,000	0	0	0	91,000
Balance at Dec. 31, 2024	$ 97,000	$ 1,000	$ 222,000	$ (864,000)	$ 738,000
Balance (shares) at Dec. 31, 2024	55				

- Definition

Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement.

+ References

Reference 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

- Definition

Amount of paid and unpaid common stock dividends declared with the form of settlement in cash.

+ References

Reference 1: 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_DividendsCommonStockCash Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.

+ References

Reference 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

- Definition

Number of shares of stock issued as of the balance sheet date, including shares that had been issued and were previously outstanding but which are now held in the treasury.

+ References

Reference 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/1943274/2147481112/505-10-50-2

+ Details

Name:us-gaap_SharesIssued Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant

- Definition

Value, before forfeiture, of shares issued under share-based payment arrangement. Excludes employee stock ownership plan (ESOP).

+ References

No definition available.

+ Details

Name:us-gaap_StockIssuedDuringPeriodValueShareBasedCompensationGross Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration

- Definition

Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest.

+ References

Reference 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

- Definition

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.

+ References

No definition available.

+ Details
Name:us-gaap_StockholdersEquityOther Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration

- Definition

Equity impact of the cost of common and preferred stock that were repurchased during the period. Recorded using the cost method.

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1

+ Details
Name:us-gaap_TreasuryStockValueAcquiredCostMethod Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration XML 44 R7.htm IDEA: XBRL DOCUMENT
Accounting Policies (Notes)12 Months Ended
Dec. 31, 2024
Accounting Policies [Abstract] Accounting Policies

1. Accounting Policies

Description of Business

Insperity, Inc. ("Insperity" or "we", "our", and "us") provides an array of human resources ("HR") and business solutions designed to help improve business performance. Since our formation in 1986, we have evolved from being solely a professional employer organization ("PEO"), an industry we pioneered, to our current position as a comprehensive business performance solutions provider. We were organized as a corporation in 1986 and have provided PEO services since inception.

Our most comprehensive HR services offerings are provided through our Workforce Optimization® and Workforce Synchronization™ solutions (together, our "PEO HR Outsourcing Solutions"), which encompass a broad range of human resources functions, including payroll and employment administration, employee benefits, workers' compensation, government compliance, performance management and training and development services, along with our cloud-based human capital management platform solution, the Insperity Premier™ platform.

In addition to our PEO HR Outsourcing Solutions, we offer a comprehensive traditional payroll and human capital management solution, known as our Workforce Acceleration™ solution (our "Traditional Payroll Solution"). We also offer a number of other business performance solutions, including Recruiting Services, Employment Screening, Retirement Services, and Insurance Services. These other products and services generally are offered only with our other solutions.

We provide our PEO HR Outsourcing Solutions by entering into a co-employment relationship with our clients, under which Insperity and its clients each take responsibility for certain portions of the employer-employee relationship. Insperity and its clients designate each party's responsibilities through its Client Service Agreement ("CSA"), under which Insperity becomes an employer of the employees who work at the client's location ("WSEE") for most administrative and regulatory purposes.

As a co-employer of our WSEEs, we assume many of the rights and obligations associated with being an employer. We enter into an employment agreement with each WSEE, thereby maintaining a variety of employer rights, including the right to hire or terminate employees, the right to evaluate employee qualifications or performance, and the right to establish employee compensation levels. Typically, Insperity only exercises these rights in consultation with its clients or when necessary to ensure regulatory compliance. The responsibilities associated with our role as employer include the following obligations with regard to our WSEEs: (1) to compensate our WSEEs through wages and salaries; (2) to pay the employer portion of payroll-related taxes; (3) to withhold and remit (where applicable) the employee portion of payroll-related taxes; (4) to provide employee benefit programs; and (5) to provide workers' compensation insurance coverage.

In addition to our assumption of employer status for our WSEEs, our PEO HR Outsourcing Solutions also includes other human resources functions for our clients to support the effective and efficient use of personnel in their business operations. To provide these functions, we maintain a significant staff of professionals trained in a wide variety of HR functions, including employee training, employee recruiting, employee performance management, employee compensation and employer liability management. These professionals interact and consult with clients on a daily basis to help identify each client's service requirements and to ensure that we are providing appropriate and timely human capital management services.

Revenue and Direct Cost Recognition

We enter into contracts with our customers for human resources services based on a stated rate and price in the contract. Our contracts generally establish pricing for a period of 12 months and are generally cancellable at any time by either party with 30-days' notice. Our performance obligations are satisfied as services are rendered each month. The term between invoicing and when our performance obligations are satisfied is not significant. Our payment terms typically require payment concurrently with the invoicing of our PEO services. We do not have significant financing components or significant payment terms.

Our revenue is generally recognized ratably over the payroll period as WSEEs perform their service at the client worksite in accordance with Accounting Standards Codification ("ASC") 606, Revenue from Contracts with Customers. Customers are invoiced concurrently with each periodic payroll of its WSEEs. Revenues that have been recognized but not invoiced

represent unbilled accounts receivable of $810 million and $669 million at December 31, 2024 and December 31, 2023, respectively, and are included in accounts receivable, net on our Consolidated Balance Sheets.

Pursuant to the "practical expedients" provided under ASC 340-40, Other Assets and Deferred Costs - Contracts with Customers, we expense sales commissions when incurred because the terms of our contracts are cancellable by either party with a 30-day notice. These costs are recorded in commissions in our Consolidated Statements of Income.

Our revenue for our PEO HR Outsourcing Solutions by geographic region and for our other products and services offerings are as follows:

Year Ended December 31,

(in millions)	***2024***	***2023***	***2022***
Northeast	$1,801	$1,757	$1,625
Southeast	926	907	796
Central	1,195	1,170	1,045
Southwest	1,245	1,250	1,163
West	1,344	1,337	1,251
	6,511	6,421	5,880
Other revenue	70	65	59
Total revenues	***$ 6,581***	***$6,486***	***$5,939***

Our PEO HR Outsourcing Solutions revenues are primarily derived from our gross billings, which are based on (1) the payroll cost of our WSEEs; and (2) a markup computed as a percentage of the payroll cost. The gross billings are invoiced concurrently with each periodic payroll of our WSEEs. Revenues, which exclude the payroll cost component of gross billings and therefore consist solely of the markup, are recognized ratably over the payroll period as WSEEs perform their service at the client worksite.

In determining the pricing of the markup component of our gross billings, we take into consideration our estimates of the costs directly associated with our WSEEs, including payroll taxes, benefits and workers' compensation costs, plus an acceptable gross profit margin. As a result, our operating results are significantly impacted by our ability to accurately estimate our direct costs relative to the revenues derived from the markup component of our gross billings.

Revenues are comprised of gross billings less WSEE payroll costs as follows:

Year Ended December 31,

(in millions)	***2024***	***2023***	***2022***
Gross billings	$43,752	$43,141	$40,127
Less: WSEE payroll cost	37,171	36,655	34,188
Revenues	***$6,581***	***$6,486***	***$5,939***

Consistent with our revenue recognition policy, our direct costs do not include the payroll cost of our WSEEs. Our direct costs associated with our revenue generating activities are primarily comprised of all other costs related to our WSEEs, such as the employer portion of payroll-related taxes, employee benefit plan premiums and workers' compensation insurance costs.

Segment Reporting

ASC 280, Segment Reporting establishes standards for reporting information about operating segments on a basis consistent with our internal organizational structure as well as information about geographical areas and business segments. We use the management approach to determine reportable operating segments. The management approach considers the internal organization and reporting used by our chief operating decision maker ("CODM") for making decisions, allocating resources and assessing performance.

Our CODM has been identified as our chief executive officer, who reviews results when making decisions about allocating resources and assessing performance, in addition to considering our geographical footprint, which is based in the United States, and the management of our business activities, which is done on a consolidated basis. Based on management's assessment, we determined that we have only one operating segment and therefore one reportable segment, HR Solutions, as defined by ASC 280.

The HR Solutions segment derives revenue from customers by providing various human resource services through professional service contracts. The accounting policies of the HR Solutions segment are the same as those described in the summary of significant accounting policies. The measure of segment assets is reported on our Consolidated Balance Sheets as total assets, and the CODM assesses performance and decides how to allocate resources based on net income as reported on our Consolidated Statements of Income.

The CODM reviews revenues and expenses at the consolidated level as disclosed in our Consolidated Statements of Income and uses net income to evaluate income generated from segment assets (return on assets) in deciding whether to reinvest profits into our HR Solutions segment or into other areas of the entity, such as for acquisitions or to pay dividends. Net income is also used to monitor budget versus actual results and in competitive analysis by benchmarking to our competitors. The competitive analysis and the monitoring of budgeted versus actual results are used in assessing the segment's performance and in establishing management's compensation.

Since we have only one operating segment, we do not have intra-segment sales or transfers.

Principles of Consolidation

The Consolidated Financial Statements include the accounts of Insperity, Inc. and its wholly owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with United States Generally Accepted Accounting Principles ("GAAP") requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Concentrations of Credit Risk

Financial instruments that could potentially subject us to concentration of credit risk include accounts receivable and marketable securities.

Cash, Cash Equivalents and Marketable Securities

We invest our excess cash in federal government and municipal-based money market funds. All highly liquid investments with original maturities of three months or less from date of purchase are classified as cash equivalents. Liquid investments with original maturities of greater than three months from the date of purchase are classified as marketable securities in current assets.

We account for marketable securities in accordance with ASC 320, Investments — Debt and Equity Securities. We determine the appropriate classification of all marketable securities as held-to-maturity, available-for-sale or trading at the time of purchase, and re-evaluate such classification as of each balance sheet date. At December 31, 2024 and 2023, all of our investments in marketable securities were classified as available-for-sale, and as a result, were reported at fair value. The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts from the date of purchase to maturity. Such amortization is included in interest income as an addition to or deduction from the coupon interest earned on the investments. We use the specific identification method of determining the cost basis in computing realized gains and losses on the sale of our available-for-sale securities. Realized gains and losses are included in other income.

Property and Equipment

Property and equipment are recorded at cost and are depreciated over the estimated useful lives of the related assets using the straight-line method.

Property and equipment, net consisted of the following:

(in millions)	***December 31, 2024***	***December 31, 2023***
Land	$6	$6
Buildings and improvements	225	217
Computer hardware and software	145	145
Software development costs	149	137
Furniture, fixtures and other	56	53
Property and equipment, gross	***581***	***558***
Accumulated depreciation and amortization	(389)	(361)
Property and equipment, net	***$192***	***$197***

The estimated useful lives of property and equipment for purposes of computing depreciation are as follows:

Useful Life
Buildings and improvements	4 — 30 years
Computer hardware and software	2 — 5 years
Software development costs	3 — 5 years
Furniture, fixtures and other	5 — 7 years

Software development costs relate primarily to software code development, systems integration and testing of our proprietary professional employer information systems and are accounted for in accordance with ASC 350-40, Internal Use Software. Capitalized software development costs are amortized using the straight-line method over the estimated useful lives of the software, generally three years. We recognized $13 million, $14 million and $13 million in amortization of capitalized software development costs in 2024, 2023 and 2022, respectively. Unamortized software development costs were $32 million and $33 million at December 31, 2024 and 2023, respectively.

We periodically evaluate our long-lived assets for impairment in accordance with ASC 360-10, Property, Plant, and Equipment. ASC 360-10 requires that an impairment loss be recognized for assets to be disposed of or held-for-use when the carrying amount of an asset is deemed to not be recoverable. If events or circumstances were to indicate that any of our long-lived assets might be impaired, we would assess recoverability based on the estimated undiscounted future cash flows to be generated from the applicable asset or asset group. In addition, we may record an impairment loss to the extent that the carrying value of the asset exceeded the fair value of the asset. Fair value is generally determined using an estimate of discounted future net cash flows from operating activities or upon disposal of the asset.

Cloud Computing Arrangements

We incur costs to implement cloud computing arrangements that are hosted by third-party vendors. SaaS implementation costs associated with cloud computing arrangements are capitalized when incurred during the application development phase. The capitalized costs are recorded in our short-term and long-term other assets on our Consolidated Balance Sheets. Amortization is calculated on a straight-line basis over the contractual term of the cloud computing arrangement, typically a one to five year period. We recognized $11 million, $6 million, and $2 million in amortization of SaaS implementation costs in 2024, 2023, and 2022, respectively. These costs are recorded in general and administrative expenses in our Consolidated Statements of Income. Unamortized SaaS implementation costs were $16 million and $24 million at December 31, 2024 and 2023, respectively.

Leases

We determine if an arrangement is a lease at inception of a contract in accordance with ASC 842, Leases, as well as the Financial Accounting Standards Board ("FASB") issued Accounting Standards Updates clarifying the lease guidance. ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit interest rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The lease terms used to calculate the ROU asset and related lease liability include options to extend or terminate the lease when it is reasonably certain that we will exercise that option.

Lease expense for operating leases is recognized on a straight-line basis over the lease term as an operating expense. We have lease agreements which require payments for lease and non-lease components and have elected to account for these as a single lease component related to our other operating facilities. Please read Note 11, "Leases," for additional information.

Leases with an initial term of 12 months or less are not recorded on the balance sheet; instead, lease payments are recognized as lease expense on a straight-line basis over the lease term.

Goodwill and Other Intangible Assets

Our goodwill is not amortized, but is tested for impairment on an annual basis or when there is an indication that there has been a potential decline in the fair value of a reporting unit. Annually, we perform a qualitative analysis to determine if it is more likely than not that the fair value has declined below its carrying value. This analysis considers various qualitative factors. Due to the nature of our business, all of our goodwill is associated with one reporting unit. We perform our annual impairment testing during the fourth quarter. Based on the results of our analysis, no impairment loss was recognized in 2024, 2023 or 2022.

Health Insurance Costs

We provide group health insurance coverage under a single-employer plan that covers both our WSEEs in our PEO HR Outsourcing Solutions and our corporate employees and utilizes a national network of carriers, including UnitedHealthcare

("United"), UnitedHealthcare of California, Kaiser Permanente, Blue Shield of California, HM5A BlueCross BlueShield of Hawaii, and Harvard Pilgrim Health Care, formerly known as Tufts, all of which provide fully insured policies or service contracts.

Approximately 86% of our costs related to health insurance coverage are provided under our policy with United. While the policy with United is a fully insured plan, as a result of certain contractual terms, we have accounted for this plan since its inception using a partially self-funded insurance accounting model. Effective January 1, 2020, under the amended agreement with United, we no longer have financial responsibilities for a participant's annual claim costs that exceed $1 million ("Individual Claims Limit"). Accordingly, we record the cost of the United plan, including an estimate of the incurred claims, taxes and administrative fees (collectively the "Plan Costs"), as benefits expense, which is a component of direct costs, in our Consolidated Statements of Income. The estimated incurred but not reported claims are based upon: (1) the level of claims processed during each quarter; (2) estimated completion rates based upon recent claim development patterns under the plan; and (3) the number of participants in the plan, including both active and COBRA enrollees. Each reporting period, changes in the estimated ultimate costs resulting from claim trends, plan design and migration, participant demographics, and other factors are incorporated into the benefits costs, which requires a significant level of judgment.

Additionally, since the plan's inception, under the terms of the contract, United establishes cash funding rates 90 days in advance of the beginning of a reporting quarter. If the Plan Costs for a reporting quarter are greater than the premiums paid and owed to United, a deficit in the plan would be incurred and a liability for the excess costs would be accrued in our Consolidated Balance Sheets. On the other hand, if the Plan Costs for the reporting quarter are less than the premiums paid and owed to United, a surplus in the plan would be incurred and we would record an asset for the excess premiums in our Consolidated Balance Sheets. The terms of the arrangement require us to maintain an accumulated cash surplus in the plan of $9 million, which is reported as long-term prepaid health insurance. In addition, United requires a deposit equal to approximately one day of claims funding activity, which was $7 million at December 31, 2024, and is included in deposits - health insurance as a long-term asset on our Consolidated Balance Sheets. As of December 31, 2024, Plan Costs were more than the net premiums paid and owed to United by $5 million. As this amount is less than the agreed-upon $9 million surplus maintenance level, the $14 million difference is included in accrued health insurance costs, a current liability, in our Consolidated Balance Sheets. The premiums, including the additional quarterly premiums, owed to United at December 31, 2024 were less than $1 million, which is included in accrued health insurance costs, a current liability in our Consolidated Balance Sheets. Our benefits costs incurred in 2024 included a decrease of $29 million for changes in estimated run-off related to prior periods, net of Individual Claims Limit. Our benefits costs incurred in 2023 included a decrease of $13 million for changes in estimated run-off related to prior periods, net of Individual Claims Limit.

Workers' Compensation Costs

Our workers' compensation coverage for our WSEEs in our PEO HR Outsourcing Solutions has been provided through arrangements with the Chubb Group of Insurance Companies or its predecessors (the "Chubb Program") since 2007. The

Chubb Program is fully insured in that Chubb has the responsibility to pay all claims incurred under the policy regardless of whether we satisfy our responsibilities. Under the Chubb Program, for claims incurred on or before September 30, 2019, we have financial responsibility to Chubb for the first $1 million layer of claims per occurrence and, for claims over $1 million, up to a maximum aggregate amount of $6 million per policy year for claims that exceed $1 million. Chubb bears the financial responsibility for all claims in excess of these levels. Effective for claims incurred on or after October 1, 2019, we have financial responsibility to Chubb for the first $1.5 million layer of claims per occurrence and, for claims over $1.5 million, up to a maximum aggregate amount of $6 million per policy year for claims that exceed $1.5 million.

Because we bear the financial responsibility for claims up to the levels noted above, such claims, which are the primary component of our workers' compensation costs, are recorded in the period incurred. Workers' compensation insurance includes ongoing health care and indemnity coverage whereby claims are paid over numerous years following the date of injury. Accordingly, the accrual of related incurred costs in each reporting period includes estimates, which take into account the ongoing development of claims and therefore requires a significant level of judgment.

We utilize a third-party actuary to estimate our loss development rate, which is primarily based upon the nature of WSEEs' job responsibilities, the location of WSEEs, the historical frequency and severity of workers' compensation claims, and an estimate of future cost trends. Each reporting period, changes in the actuarial assumptions resulting from changes in actual claims experience and other trends are incorporated into our workers' compensation claims cost estimates. During the year ended December 31, 2024 and 2023, we reduced accrued workers' compensation costs by $32 million and $33 million, respectively, for changes in estimated losses related to prior periods. Workers' compensation cost estimates are discounted to present value at a rate based upon the U.S. Treasury rates that correspond with the weighted average estimated claim payout period (the average discount rate utilized was 4.3% in both 2024 and 2023) and are accreted over the estimated claim payment period and included as a component of direct costs in our Consolidated Statements of Income.

The following table provides the activity and balances related to incurred but not paid workers' compensation claims:

(in millions)	Year Ended December 31, 2024	2023
Beginning balance, January 1	$220	$229
Accrued claims, net	65	61
Present value discount, net of accretion	(12)	(13)
Paid claims	(69)	(57)
Ending balance	**$204**	**$220**
Current portion of accrued claims	$69	$57
Long-term portion of accrued claims	135	163
Total accrued claims	**$204**	**$220**

The current portion of accrued workers' compensation costs on our Consolidated Balance Sheets at December 31, 2024 and 2023 includes $2 million and $3 million, respectively, of workers' compensation administrative fees.

The undiscounted accrued workers' compensation costs were $240 million as of December 31, 2024 and $250 million as of December 31, 2023.

At the beginning of each policy period, the workers' compensation insurance carrier establishes monthly funding requirements comprised of premium costs and funds to be set aside for payment of future claims ("claim funds"). The level of claim funds is primarily based upon anticipated WSEE payroll levels and expected workers' compensation loss rates, as determined by the insurance carrier. Monies funded into the program for incurred claims expected to be paid within one year are primarily held as cash and money market funds (cash equivalents) and are recorded as restricted cash, a short-term asset, while the remainder of claim funds are included in deposits - workers' compensation, a long-term asset in our Consolidated Balance Sheets. During 2024, we received $39 million for the return of excess claim funds related to the workers' compensation program, which resulted in a decrease to deposits - workers' compensation. At December 31, 2024, we had restricted cash of $69 million and deposits - workers' compensation of $178 million, of which $241 million was held in trust bank accounts.

Our estimate of incurred claim costs expected to be paid within one year is included in short-term liabilities, while our estimate of incurred claim costs expected to be paid beyond one year is included in long-term liabilities on our Consolidated Balance Sheets.

Stock-Based Compensation

At December 31, 2024, we have one stock-based employee compensation plan under which we may issue awards. We account for this plan under the recognition and measurement principles of ASC 718, Compensation — Stock Compensation, which requires all share-based payments to employees to be recognized in the income statement based on their fair values.

We generally make annual grants of unrestricted stock under our stock-based incentive compensation plan to our non-employee directors, and grants of restricted stock units to our officers and certain other employees. Restricted stock unit grants to officers and other employees generally vest over a period of three years from the date of grant. Restricted stock units are valued based on the fair value on date of grant and the associated expense, net of estimated forfeitures, is recognized over the requisite service period. Stock grants issued to non-employee directors are 100% vested on the grant date. All shares are issued out of treasury.

Our Insperity Long-Term Incentive Program (the "LTIP") provides for performance based long-term compensation awards in the form of performance units to certain employees based on the achievement of pre-established performance goals. Each performance unit represents the right to receive one common share at a future date based on our performance against certain targets. Performance units have a vesting schedule of three years. A portion of the LTIP grant to employees was considered a market-based performance award that cliff vests at the end of three years assuming continued employment and achievement of market-based performance goals. The fair value of each performance unit is the market price of our common stock on the date of grant. The fair value of each market-based performance unit was determined through use of the Monte Carlo simulation method. The compensation expense for such awards is recognized on a straight-line basis over the vesting term. Over the performance period the number of shares expected to be issued is adjusted upward or downward based on the probability of achievement of the performance target.

Company-Sponsored 401(k) Retirement Plans

Under our 401(k) retirement plan for corporate employees (the "Corporate Plan"), we matched 100% of eligible corporate employees' contributions, up to 6% of the employees' eligible compensation in 2024, 2023, and 2022. Matching contributions under the Corporate Plan are immediately vested. During 2024, 2023 and 2022, we made matching contributions on behalf of corporate employees to the Corporate Plan of $19 million, $17 million, and $14 million, respectively, and are included in salaries, wages and payroll taxes in our Consolidated Statements of Income.

Under our separate 401(k) retirement plan for WSEEs (the "Worksite Employee Plan"), the match percentage for WSEEs ranges from 0% to 6%, as determined by each client company. Matching contributions under the Worksite Employee Plan are immediately vested. During 2024, 2023 and 2022, we made matching contributions on behalf of WSEEs to the Worksite Employee Plan of $390 million, $375 million, and $329 million, respectively.

Advertising

We expense all advertising costs as incurred.

Income Taxes

We use the liability method in accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and income tax carrying amounts of assets and liabilities and are measured using the enacted tax rates and laws in effect when the differences are expected to reverse. Please read Note 7, "Income Taxes," for additional information.

Recent Accounting Pronouncements

In December 2023, the FASB issued Accounting Standards Update ("ASU") No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. ASU 2023-09 expands the disclosure requirements for income taxes, specifically related to the rate reconciliation and income taxes paid. ASU 2023-09 is effective for fiscal years beginning

after December 15, 2024, with early adoption permitted. We are currently evaluating the guidance, but do not expect this ASU to materially impact our Consolidated Financial Statements.

In November 2024, the FASB issued ASU No. 2024-03, Disaggregation of Income Statement Expenses. ASU 2024-03 requires public companies to disaggregate key expense categories such as employee compensation and depreciation in their financial statements. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. We are currently evaluating the guidance, but do not expect this ASU to materially impact our Consolidated Financial Statements.

- References

No definition available.

+ Details

Name:us-gaap_AccountingPoliciesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The entire disclosure for all significant accounting policies of the reporting entity.

+ References

Reference 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 45 R8.htm IDEA: XBRL DOCUMENT

Other Balance Sheet Information (Notes) 12 Months Ended

Dec. 31, 2024

Dec. 31, 2024
OtherBalanceSheetDisclosuresAbstract [Abstract] Other Balance Sheet Disclosures [Text Block]
Our cash and overnight holdings fluctuate based on the timing of clients' payroll processing cycles. Our cash, cash equivalents and marketable securities at December 31, 2024 and December 31, 2023 included $830 million and $510 million, respectively, of funds associated with federal and state income tax withholdings, employment taxes, and other payroll deductions, as well as $91 million and $28 million, respectively, in client prepayments.," for a discussion of our accounting policies for deposits — workers' compensation and restricted cash.

2. Other Balance Sheet Information

Cash, Cash Equivalents and Marketable Securities

The following table summarizes our cash and investments in cash equivalents and marketable securities held by investment managers and overnight investments:

(in millions)	December 31, 2024			December 31, 2023		
	Cash & Cash Equivalents	Marketable Securities	Total	Cash & Cash Equivalents	Marketable Securities	Total
Overnight holdings	$931	$—	$931	$611	$—	$611
Investment holdings	117	16	133	119	16	135
	1,048	16	1,064	730	16	746
Cash in demand accounts	27	—	27	27	—	27
Outstanding checks	(36)	—	(36)	(64)	—	(64)
Total	$1,039	$16	$1,055	$693	$16	$709

Cash, Cash Equivalents, Restricted Cash, Funds Held for Clients, and Deposits - Workers' Compensation

The following table summarizes our cash, cash equivalents, restricted cash, funds held for clients, and deposits – workers' compensation as reported in our Consolidated Statements of Cash Flows:

	Year Ended December 31,		
(in millions)	2024	2023	2022
Supplemental schedule of cash and cash equivalents, restricted cash, funds held for clients, and deposits – workers' compensation			
Cash and cash equivalents	$693	$733	$576
Restricted cash	57	50	47
Other current assets – funds held for clients[1]	87	35	32
Deposits – workers' compensation	198	196	185
Cash, cash equivalents, restricted cash, funds held for clients, and deposits – workers' compensation beginning of year	$1,035	$1,014	$840
Cash and cash equivalents	$1,039	$693	$733
Restricted cash	69	57	50
Other current assets – funds held for clients[1]	58	87	35
Deposits – workers' compensation	178	198	196
Cash, cash equivalents, restricted cash, funds held for clients, and , and deposits - workers' compensation end of year	$1,344	$1,035	$1,014

[1] Funds held for clients represent amounts held on behalf of our Traditional Payroll Solution customers that are restricted for the purpose of satisfying obligations to remit funds to clients' employees and various tax authorities.Please read Note 1, "Accounting Policies

- References

No definition available.

+ Details

Name:nsp_OtherBalanceSheetDisclosuresAbstractAbstract Namespace Prefix:nsp_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The entire disclosure for other balance sheet components.

+ References

No definition available.

+ Details

Name:nsp_OtherBalanceSheetDisclosuresTextBlock Namespace Prefix:nsp_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 46 R9.htm IDEA: XBRL DOCUMENT
Receivables, Loans, Notes Receivable, and Others (Notes) 12 Months Ended
Dec. 31, 2024
Accounts Receivable Additional Disclosures [Abstract] Loans, Notes, Trade and Other Receivables Disclosure [Text Block]

4. Accounts Receivable

Accounts receivable, net consisted of the following:

(in millions)	December 31, 2024	December 31, 2023
Trade, net	$9	$16
Unbilled	810	669
Other	10	9
Accounts receivable, net	$829	$694

Our accounts receivable is primarily composed of trade receivables and unbilled receivables. Our trade receivables, which represent outstanding gross billings to clients, are reported net of allowance for doubtful accounts of $1 million as of both December 31, 2024 and 2023. We establish an allowance for doubtful accounts based on management's assessment of the collectability of specific accounts and by making a general provision for other potentially uncollectible amounts.

We make an accrual at the end of each accounting period for our obligations associated with the earned but unpaid wages of our WSEEs and for the accrued gross billings associated with such wages. These accruals are included in accrued worksite employee payroll cost and unbilled accounts receivable; however, these amounts are presented net in the Consolidated Statements of Income. We generally require clients to pay invoices for service fees no later than the same day as the applicable payroll date. As such, we generally do not require collateral. Client prepayments directly attributable to accrued worksite employee payroll costs and unbilled revenues have been netted as we have the legal right of offset for these amounts. Unbilled accounts receivable consisted of the following:

	December 31,	
(in millions)	2024	2023
Accrued worksite employee payroll cost	$730	$559
Unbilled revenues	171	138
Client prepayments	(91)	(28)
Unbilled accounts receivable	$810	$669

- References

No definition available.

+ Details

Name:us-gaap_AccountsReceivableAdditionalDisclosuresAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The entire disclosure for claims held for amounts due to entity, excluding financing receivables. Examples include, but are not limited to, trade accounts receivables, notes receivables, loans receivables. Includes disclosure for allowance for credit losses.

+ References

Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/310-10/tableOfContentReference 2: 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_LoansNotesTradeAndOtherReceivablesDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type: duration XML 47 R10.htm IDEA: XBRL DOCUMENT
Fair Value Measurements Fair Value Measurements (Notes) 12 Months Ended
Dec. 31, 2024
Fair Value Disclosures [Abstract] Fair Value Disclosures [Text Block]

3. Fair Value Measurements

We account for our financial assets in accordance with ASC 820, Fair Value Measurement. This standard defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. The fair value measurement disclosures are grouped into three levels based on valuation factors:

- Level 1 - quoted prices in active markets using identical assets
- Level 2 - significant other observable inputs, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other observable inputs
- Level 3 - significant unobservable inputs

Fair Value of Instruments Measured and Recognized at Fair Value

The following table summarizes the levels of fair value measurements of our financial assets:

	December 31, 2024			December 31, 2023		
(in millions)	Total	Level 1	Level 2	Total	Level 1	Level 2
Money market funds	$1,048	$1,048	$—	$730	$730	$—
U.S. Treasury bills	16	16	—	16	16	—
	1,064	1,064	—	746	746	—
Deposits - money market funds	241	241	—	22	22	—
	$1,305	$1,305	$—	$768	$768	$—

Please read Note 2, "Other Balance Sheet Information," for additional information.

During 2024, we transferred $158 million of claim funds previously held with Chubb to a trust account and those funds were subsequently invested in money market funds. Both before and after the transfer, these funds were included in restricted cash and deposits - workers' compensation on our Consolidated Balance Sheet.

Our valuation techniques used to measure fair value for these securities during the period consisted primarily of third-party pricing services that utilized actual market data such as trades of comparable bond issues, broker/dealer quotations for the same or similar investments in active markets and other observable inputs.

The following is a summary of our available-for-sale marketable securities:

(in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
December 31, 2024				
U.S. Treasury bills	$16	$—	$—	$16
December 31, 2023				
U.S. Treasury bills	$16	$—	$—	$16

As of December 31, 2024, the contractual maturities of all marketable securities in our portfolio were less than one year.

Fair Value of Other Financial Instruments

The carrying amounts of cash, cash equivalents, restricted cash, accounts receivable, deposits and accounts payable approximate their fair values due to the short-term maturities of these instruments.

As of December 31, 2024, the carrying value of borrowings under our revolving credit facility approximates fair value and was classified as Level 2 in the fair value hierarchy. Please read Note 6, "Long-Term Debt," for additional information.

- References

No definition available.

+ Details

Name:us-gaap_FairValueDisclosuresAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 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 (b) -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 48 R11.htm IDEA: XBRL DOCUMENT

Deferred Costs, Capitalized, Prepaid, and Other Assets (Notes) 12 Months Ended

Dec. 31, 2024

Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract] Deposits and Prepaid Health Insurance [Text Block]

5. Deposits and Prepaid Health Insurance

Deposits and prepaid health insurance consisted of the following:

	December 31,	
(in millions)	2024	2023
Prepaid health insurance	$9	$9
Deposits — health insurance	8	8
Deposits — workers' compensation	178	198
Deposits and prepaid health insurance	$195	$215

The contractual arrangement with United for health insurance coverage requires us to maintain an accumulated cash surplus in the plan of $9 million, which is reported as deposits and prepaid health insurance in our Consolidated Balance Sheets. Please read Note 1, "Accounting Policies," for a discussion of our accounting policies for health insurance costs and workers' compensation costs.

- Definition

Amounts transferred to third party health care and workers compensation insurance providers for security purposes that are expected to be returned or applied towards payment after one year or beyond the operating cycle, if longer.

+ References

No definition available.

+ Details

Name:nsp_DepositsAndPrepaidHealthInsuranceTextBlock Namespace Prefix:nsp_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration

- References

No definition available.

+ Details

Name:us-gaap_DeferredCostsCapitalizedPrepaidAndOtherAssetsDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 49 R12.htm IDEA: XBRL DOCUMENT

Long-term Debt (Notes) 12 Months Ended

Dec. 31, 2024

Debt Disclosure [Abstract] Revolving Credit Facility

6. Long-Term Debt

We have a revolving credit facility (the "Facility") with a borrowing capacity of up to $650 million. The Facility may be further increased to $700 million based on the terms and subject to the conditions set forth in the agreement relating to the Facility (as amended, the "Credit Agreement"). The Facility is available for working capital and general corporate purposes, including acquisitions, stock repurchases and issuances of letters of credit. Our obligations under the Facility are secured by 100% of the stock of our captive insurance subsidiary and are guaranteed by all of our subsidiaries other than our captive insurance subsidiary and certain other excluded subsidiaries. At December 31, 2024, our outstanding balance on the Facility was $369 million, and we had an outstanding $1 million letter of credit issued under the Facility, resulting in an available borrowing capacity of $280 million.

The Facility matures on June 30, 2027. Borrowings under the Facility bear interest at an annual rate equal to an alternate base rate or Adjusted Term SOFR for term SOFR loans, in either case plus an applicable margin. Adjusted Term SOFR is a forward-looking term rate based on the secured overnight financing rate plus a spread adjustment, which ranges from 0.10% to 0.25% depending on the interest period and type of loan. Depending on our leverage ratio, the applicable margin varies (1) in the case of SOFR loans, from 1.50% to 2.25% and (2) in the case of alternate base rate loans, from 0.00% to 0.50%. The alternate base rate is the highest of (1) the prime rate most recently published in The Wall Street Journal, (2) the federal funds rate plus 0.50%, and (3) the Adjusted Term SOFR rate plus 2.00%. We also pay an unused commitment fee on the average daily unused portion of the Facility at a rate of 0.25% per year. The average interest rate for 2024 was 7.1%. Interest expense and unused commitment fees are recorded in other income (expense).

The Facility contains both affirmative and negative covenants that we believe are customary for arrangements of this nature. Covenants include, but are not limited to, limitations on our ability to incur additional indebtedness, sell material assets, retire, redeem or otherwise reacquire our capital stock, acquire the capital stock or assets of another business, make investments and pay dividends. In addition, the Credit Agreement requires us to comply with financial covenants limiting our total funded debt, minimum interest coverage ratio, and maximum leverage ratio. We were in compliance with all financial covenants under the Credit Agreement at December 31, 2024.

- References

No definition available.

+ Details

Name:us-gaap_DebtDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

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.

+ References

Reference 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 50 R13.htm IDEA: XBRL DOCUMENT

Income Taxes (Notes) 12 Months Ended

Dec. 31, 2024

Income Tax Disclosure [Abstract] Income Tax Disclosure [Text Block]

7. Income Taxes

Deferred taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities used for financial reporting purposes and the amounts used for income tax purposes.

Significant components of the net deferred tax assets as reflected on the Consolidated Balance Sheets are as follows:

December 31,		
(in millions)	2024	2023
Deferred tax liabilities		
Prepaid assets	$(4)	$(4)
Depreciation	(5)	(6)
Tenant improvements	(3)	(3)
Right-of-use leased assets	(19)	(17)
Intangibles	(3)	(3)
Total deferred tax liabilities	(34)	(33)
Deferred tax assets		
Accrued incentive compensation	12	9
Workers' compensation accruals	4	5
Accrued rent	2	2
Software development costs	13	4
Stock-based compensation	15	14
Operating lease liabilities	22	20
Other	1	—
Total deferred tax assets	69	54
Valuation allowance	(1)	(1)
Total net deferred tax assets	68	53
Net deferred tax assets	$34	$20

The components of income tax expense are as follows:

Year Ended December 31,			
(in millions)	2024	2023	2022
Current income tax expense			
Federal	$41	$49	$62
State	8	9	15
Total current income tax expense	49	58	77
Deferred income tax benefit			
Federal	(11)	(3)	(9)
State	(3)	(1)	(2)
Total deferred income tax benefit	(14)	(4)	(11)
Total income tax expense	$35	$54	$66

The reconciliation of income tax expense computed at U.S. federal statutory tax rates to the reported income tax expense from continuing operations is as follows:

Year Ended December 31,			
(in millions)	2024	2023	2022
Expected income tax expense at 21%	$26	$47	$52
State income taxes, net of federal benefit	4	7	10
Nondeductible expenses	5	5	4
Equity compensation, net	1	(4)	1
Research and development credit	(1)	(1)	(1)
Reported total income tax expense	$35	$54	$66

At December 31, 2024, we had net operating loss carryforwards totaling $1 million that expire from 2026 to 2030 related to an acquisition that occurred in 2010.

We recognize interest and penalties related to uncertain tax positions in income tax expense. As of December 31, 2024, 2023 and 2022, we had no uncertain tax positions, and as a result, have made no provisions for interest or penalties related to uncertain tax positions. The tax years 2021 through 2023 remain open to examination by the Internal Revenue Service of the United States. The tax years 2020 through 2023 remain open to examination by various state tax authorit

- References

No definition available.

+ Details

Name:us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The entire disclosure for income tax.

+ References

Reference 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

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Name:us-gaap_IncomeTaxDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 51 R14.htm IDEA: XBRL DOCUMENT

Stockholders' Equity (Notes) 12 Months Ended

Dec. 31, 2024

Stockholders' Equity Note [Abstract] Stockholders Equity

8. Stockholders' Equity

During 2024, we repurchased or withheld an aggregate of 697,177 shares of our common stock, as described below.

Repurchase Program

Our Board of Directors (the "Board") has authorized a program to repurchase shares of our outstanding common stock ("Repurchase Program"). The purchases may be made from time to time in the open market or directly from stockholders at prevailing market prices based on market conditions and other factors. During 2024, 516,798 shares were repurchased under the Repurchase Program. As of December 31, 2024, we were authorized to repurchase an additional 1,452,764 shares under the Repurchase Program.

The Inflation Reduction Act of 2022, which was enacted into law on August 16, 2022, imposes a nondeductible 1% excise tax on the net value of certain stock repurchases made after December 31, 2022. During 2023, we recorded the applicable excise tax in treasury stock of $1 million as part of the cost basis of stock repurchased and recorded a corresponding liability for the excise tax payable in other accrued liabilities in our Consolidated Balance Sheets.

Withheld Shares

During 2024, we withheld 180,379 shares to satisfy tax withholding obligations for the vesting of long-term incentive and restricted stock unit awards.

Dividends

The Board declared and paid quarterly dividends as follows:

(amounts per share)	2024	2023
First quarter	$0.57	$0.52
Second quarter	0.60	0.57
Third quarter	0.60	0.57
Fourth quarter	0.60	0.57

During 2024 and 2023, we declared and paid dividends totaling $89 million and $84 million, respectively.

- References

No definition available.

+ Details

Name:us-gaap_StockholdersEquityNoteAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration

- Definition

The entire disclosure for equity.

+ References

Reference 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

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Name:us-gaap_StockholdersEquityNoteDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 52 R15.htm IDEA: XBRL DOCUMENT
Compensation Related Costs, Share Based Payments (Notes) 12 Months Ended
Dec. 31, 2024
Share-Based Payment Arrangement [Abstract] Shareholders' Equity and Share-Based Payments [Text Block]

9. Incentive Plans

The Insperity, Inc. Incentive Plan, as amended, (the "Incentive Plan") provides for options and other stock-based awards that have been and may be granted to eligible employees and non-employee directors of Insperity or its subsidiaries. The Incentive Plan permits stock options, including nonqualified stock options and options intended to qualify as "incentive stock options" within the meaning of Section 422 of the Internal Revenue Code, stock awards, restricted stock units, phantom stock awards, stock appreciation rights, performance units, and other stock-based awards and cash awards, all of which may or may not be subject to the achievement of one or more performance objectives. The purpose of the Incentive Plan generally is to retain and attract persons of training, experience and ability to serve as employees of Insperity and its subsidiaries and to serve as non-employee directors of Insperity, to encourage the sense of proprietorship of such persons and to stimulate the active interest of such persons in the development and financial success of Insperity and its subsidiaries.

The Incentive Plan is administered by the Compensation Committee of the Board (the "Committee"). The Committee has the power to determine which eligible employees will receive awards, the timing and manner of the grant of such awards, the exercise price of stock options (which may not be less than market value on the date of grant), the number of shares and all of the terms of the awards. The Board may at any time amend or terminate the Incentive Plan. However, no amendment that would impair the rights of any participant, with respect to outstanding grants, can be made without the participant's prior consent. Stockholder approval of amendments to the Incentive Plan is necessary only when required by applicable law or stock exchange rules. Assuming all outstanding performance-based awards are paid at maximum achievement of pre-established performance goals, at December 31, 2024, 1.4 million shares of common stock were available for future grants under the Incentive Plan.

We also maintain the LTIP under the Incentive Plan. The LTIP provides for performance-based long-term compensation awards in the form of performance units to certain employees based on the achievement of pre-established performance goals. We granted performance units under the LTIP to our named executive officers and certain other officers in 2024, 2023 and 2022.

Employees who attain a minimum age of 62 and have provided 15 years or more of continuous service may continue to vest in awards following a qualifying retirement as defined under the Incentive Plan award agreement, as though they were still an employee, provided the grant date of the award is six months or more before the employee's last day of employment, the employee provides the Company with six months advance notice of retirement, the employee continues to work full-time during such six (6) month period, and the employee signs a waiver and release of claims. In addition, in order to avoid forfeiting any outstanding award, a retired employee must refrain from providing any services, including but not limited to, as an employee, director, advisor, or independent contractor to a business engaged in providing any

services offered by the Company and its subsidiaries and affiliates at the time of the employee's retirement, including but not limited to PEO services, payroll services, retirement services or insurances services. For a termination following a qualifying retirement, time-based awards will continue to vest in the normal course. For a termination following a qualifying retirement, performance-based awards with completed or in-process performance periods are adjusted for achievement of the performance criteria, prorated through the date of termination and paid in the normal course, while performance-based awards for performance periods that have not started are forfeited. Stock-based compensation expense related to time-based and performance-based awards is accelerated over the requisite service period for employees who meet the requirements for continued vesting.

Stock-based compensation expense and other disclosures for stock-based awards follows:

Year Ended December 31,			
(in millions)	2024	2023	2022
Stock-based compensation expense recognized	$61	$53	$50
Income tax benefit realized from stock-based compensation expense	17	13	13

Time-Based Restricted Stock Units

Time-based restricted stock units ("RSUs"), under equity plan accounting, are generally measured at fair value on the date of grant based on the number of shares granted, estimated forfeitures and the quoted price of the common stock. Such value is recognized as compensation expense over the corresponding vesting period, generally three years to five years for awards currently outstanding. However, for some RSUs currently outstanding, compensation expense is accelerated over the shortened requisite service period for employees who meet the requirements for continued vesting.

The following is a summary of time-based RSU award activity for 2024:

	Total Awards	Weighted Average Grant Date Fair Value
(in thousands)		
Non-vested — December 31, 2023	1,038	$106.98
Granted	630	98.86
Vested	(506)	101.80
Canceled	(28)	106.20
Non-vested — December 31, 2024	**1,134**	**$104.96**

Additional disclosures for time-based RSUs:

Year Ended December 31,	2024	2023	2022
Weighted average grant date fair value of awards granted	$98.86	$123.66	$90.06
Fair value of awards vested during the year (in millions)	49	59	30

As of December 31, 2024, unrecognized compensation expense associated with the unvested RSUs outstanding was $59 million and is expected to be recognized over a weighted average period of 22 months.

Long-Term Incentive Program Awards

Each performance unit represents the right to receive common shares at a future date based on our performance against specified targets. The ultimate number of shares issued and the related compensation cost recognized is based on a comparison of the final performance metrics to the specified targets, which can range from 0% to 200% of the targeted amounts. A performance unit may be comprised of either a performance-based award or a market-based award. For performance-based awards, performance units have a vesting schedule of three years and compensation expense is recognized based on the number of common shares expected to be issued and the market price per common share on

the date of grant. Over the performance period, the number of shares expected to be issued is adjusted upward or downward based upon the probability of achievement of the performance targets. For market-based awards, performance units vest at the end of a three-year period assuming continued employment and achievement of market-based performance goals. The fair value of market-based performance awards was determined through the use of the Monte Carlo simulation method. The compensation expense for the LTIP awards is recognized on a straight-line basis over the vesting terms.

The following is a summary of LTIP award activity, at 100% of targeted amount, for 2024:

	Number of Performance Units	Weighted Average Grant Date Fair Value
(in thousands)		
Non-vested — December 31, 2023	227	$105.92
Granted	91	97.70
Vested	(60)	98.44
Canceled	(65)	98.79
Non-vested — December 31, 2024	**193**	**$106.79**

The determination of achievement results and corresponding vesting of the 2021 LTIP awards occurred in February 2024 resulting in recipients receiving approximately 101,000 shares of common stock with a fair value of $10 million. As of December 31, 2024, we estimate that approximately 60,000, 36,000 and 91,000 shares will vest with less than $1 million, $1 million and $5 million in unamortized compensation expense related to the 2022, 2023 and 2024 LTIP grants, respectively, and is expected to be recognized over a weighted average period of 18 months.

Employee Stock Purchase Plan

Our employee stock purchase plan (the "ESPP") enables employees to purchase shares of Insperity stock at a 5% discount from the stock price at the end of the offering period. The ESPP is a non-compensatory plan under GAAP for stock-based compensation. As a result, no compensation expense is recognized in conjunction with this plan. Approximately 46,000, 39,000 and 36,000 shares were issued from treasury under the ESPP during fiscal years 2024, 2023 and 2022, resp

- References

No definition available.

+ Details

Name:us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type: duration

- Definition

The entire disclosure for shareholders' equity and share-based payment arrangement. Includes, but is not limited to, disclosure of policy and terms of share-based payment arrangement, deferred compensation arrangement, and employee stock purchase plan (ESPP).

+ References

Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/505/tableOfContentReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContent

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